

CARDINAL HEALTH INC

Form 4

May 17, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALTER MATTHEW D**

(Last) (First) (Middle)

**5200 RINGS ROAD**

(Street)

**DUBLIN, OH 43017**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**CARDINAL HEALTH INC [CAH]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**05/15/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Shares                   | 01/11/2006                           |                                                    | G                              | V                                                                 | 340    | A          | <u>11</u>                                                                                     | 162,094 <u>2</u>                                         | D                                                     |
| Common Shares                   | 01/12/2006                           |                                                    | G                              | V                                                                 | 1,002  | D          | <u>11</u>                                                                                     | 161,092                                                  | D                                                     |
| Common Shares                   | 01/11/2006                           |                                                    | G                              | V                                                                 | 1,020  | A          | <u>11</u>                                                                                     | 7,860                                                    | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | By trusts FBO children                                |
| Common Shares                   | 01/12/2006                           |                                                    | G                              | V                                                                 | 1,002  | A          | <u>11</u>                                                                                     | 8,862                                                    | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | By trusts FBO children                                |
| Common                          | 01/11/2006                           |                                                    | G                              | V                                                                 | 340    | A          | <u>11</u>                                                                                     | 1,430                                                    | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | By spouse                                             |

Edgar Filing: CARDINAL HEALTH INC - Form 4

|               |            |  |   |                             |   |         |           |                             |                                           |
|---------------|------------|--|---|-----------------------------|---|---------|-----------|-----------------------------|-------------------------------------------|
| Shares        |            |  |   |                             |   |         |           |                             |                                           |
| Common Shares |            |  |   |                             |   | 34,502  | I         | By DGT Trust <sup>(4)</sup> |                                           |
| Common Shares | 05/15/2006 |  | S | <u>6,997</u> <sup>(3)</sup> | D | \$ 67.8 | 24,100    | I                           | By Matthew D. Walter Trust <sup>(5)</sup> |
| Common Shares |            |  |   |                             |   |         | 1,112,663 | I                           | By LLC <sup>(6)</sup>                     |
| Common Shares |            |  |   |                             |   |         | 54,033    | I                           | By GRAT I                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                       | Amount or Number of Shares |
| Option (right to buy) <u>(7)</u>           | \$ 70.3                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/01/2002                                                    | 05/01/2012      | Common Shares                                               | 2,134                      |
| Option (right to buy) <u>(8)</u>           | \$ 70.3                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/01/2002                                                    | 05/01/2012      | Common Shares                                               | 1,422                      |
| Option (right to buy) <u>(8)</u>           | \$ 70.01                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 11/06/2002                                                    | 11/06/2012      | Common Shares                                               | 3,571                      |
| Option (right to                           | \$ 59                                                  |                                      |                                                    |                                |                                                                                         |                                                          |     | 11/05/2003                                                    | 11/05/2013      | Common Shares                                               | 5,084                      |

buy) <sup>(8)</sup>

|                                            |          |            |            |                  |       |
|--------------------------------------------|----------|------------|------------|------------------|-------|
| Option<br>(right to<br>buy) <sup>(7)</sup> | \$ 54.2  | 12/08/2004 | 12/08/2014 | Common<br>Shares | 3,094 |
| Option<br>(right to<br>buy) <sup>(8)</sup> | \$ 54.2  | 12/08/2004 | 12/08/2014 | Common<br>Shares | 2,441 |
| Option<br>(right to<br>buy) <sup>(7)</sup> | \$ 61.79 | 11/02/2006 | 11/02/2012 | Common<br>Shares | 2,714 |
| Option<br>(right to<br>buy) <sup>(8)</sup> | \$ 61.79 | 11/02/2006 | 11/02/2012 | Common<br>Shares | 684   |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---------------------------------------------------------|---------------|-----------|---------|-------|
|                                                         | Director      | 10% Owner | Officer | Other |
| WALTER MATTHEW D<br>5200 RINGS ROAD<br>DUBLIN, OH 43017 | X             |           |         |       |

## Signatures

Matthew D.  
Walter

05/17/2006

<sup>(8)</sup>Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Bona fide gift.
- (2) 30,856 of these shares were previously reported as indirectly beneficially owned through GRAT I and were subsequently transferred to direct beneficial ownership on January 27, 2006.  
Bank One Trust Company, N.A. ("Bank One Trust") serves as the trustee of the MDW Trust, which was established in 1987 for the
- (3) benefit of the reporting person. This transaction was initiated solely by Bank One Trust in the independent exercise of its discretion as trustee.
- (4) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (5) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (6) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (8) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.