#### WATKINS CAROLE S

Form 4

August 17, 2010

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

CARDINAL HEALTH INC [CAH]

Symbol

1(b).

(Print or Type Responses)

WATKINS CAROLE S

1. Name and Address of Reporting Person \*

	(First)							(Cliec	к ан аррисави	<i>i</i> )		
(Last)	(Middle) 3. Date of Earliest Transaction											
			(Month/D	(Month/Day/Year)					10%	Owner		
7000 CARI	DINAL PLACE		08/15/2	010				_X_ Officer (give		Other (specify		
7000 CIMDIWIL I LINCL			00/15/2	06/13/2010					below) below)			
						Chief HR Officer						
		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	Filed(Mor	Filed(Month/Day/Year)					Applicable Line)					
								_X_ Form filed by 0	One Reporting Pe	erson		
DUBLIN, O						Form filed by More than One Reporting						
DOBEH (,	311 13017							Person				
(City)	(State)	(Zip)	Tabl	le I - Non-E	Derivative :	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned		
										·		
1.Title of	2. Transaction Da			3.	4. Securit			5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)		n Date, if					Securities	Ownership	Indirect		
(Instr. 3)		any	S (57 )	Code	(Instr. 3,	4 and :	5)	Beneficially	Form: Direct			
		(Month/I	Day/Year)	(Instr. 8)				Owned	(D) or	Ownership		
								Following	Indirect (I)	(Instr. 4)		
						(A)		Reported	(Instr. 4)			
						or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
						. ,	\$					
Common	08/15/2010			F <sup>(1)</sup>	662	D		43,405	D			
Shares	08/13/2010			F(1)	002	ע	31.36	43,403	D			
							(2)					
							\$					
Common	00/15/2010			<b>E</b> (3)	1 170	Ъ		10.006	Ъ			
Shares	08/15/2010			$F_{\underline{(3)}}$	1,179	D	31.36	42,226	D			
							(2)					
Common												
	08/16/2010			A	10,690	A	\$0	52,916	D			
Shares (4)					,			,				
Common										By 401(k)		
								2,194	I			
Shares										Plan		
								3,891	I	By ESPP		
								5,071	•	D J L D I I		

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Common Shares

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WATKINS CAROLE S 7000 CARDINAL PLACE **DUBLIN, OH 43017** 

Chief HR Officer

## **Signatures**

/s/ James E. Barnett, 08/17/2010 Attorney-in-fact

\*\*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).
- Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the vesting of 1,595 **(1)** restricted share units ("RSUs").
- Reflects closing price on prior business day.
- Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the vesting of 2,810 (3)RSUs.

Reporting Owners 2

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(4) Grant of RSUs that vest in three equal annual installments beginning on August 16, 2011.

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.