

Barrett George S
Form 4
September 17, 2009

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barrett George S

2. Issuer Name and Ticker or Trading Symbol
CARDINAL HEALTH INC [CAH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7000 CARDINAL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

DUBLIN, OH 43017

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Shares | 09/15/2009 | | A | 92,342 | A 27.29 | 204,676 | D |
| | | | | | (1) | | |
| Common Shares | 09/15/2009 | | A | 64,126 | A 27.29 | 268,802 | D |
| | | | | | (2) | | |

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

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- (3) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as part of the Company's fiscal 2010 annual grant.
- (4) One-third of this stock option will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012.
- (5) Stock option granted without payment by grantee.

- Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as an initial equity award in conjunction with grantee's entering into a new employment agreement with the Company on August 5, 2009 and his appointment as Chairman and Chief Executive Officer.
- (6) 2008. This stock option was granted as an initial equity award in conjunction with grantee's entering into a new employment agreement with the Company on August 5, 2009 and his appointment as Chairman and Chief Executive Officer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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