

WALTER ROBERT D  
Form 4  
April 11, 2005

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: 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 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

(Print or Type Responses)

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

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)  
04/11/2005

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	04/11/2005		S(1)		65,000(1)	D	
					\$ 55.5162(2)		
Common Shares					1,631,976	D	
Common Shares					2,389	I	By ESPP
Common Shares					192,350	I	By GRAT VIII
Common Shares					419,110	I	By GRAT IX
					500,000	I	

Edgar Filing: WALTER ROBERT D - Form 4

Common Shares				By LLC <u>(3)</u>
Common Shares	591,803	I		By GRAT X
Common Shares	300,000	I		By LLC II <u>(3)</u>
Common Shares	700,000 <u>(4)</u>	I		By GRAT XI <u>(4)</u>

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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Option (right to buy) <u>(5)</u>	\$ 17.74					03/04/1999      03/04/2006	Common Shares      89,207
Option (right to buy) <u>(5)</u>	\$ 27.053					03/03/2000      03/03/2007	Common Shares      100,409
Option (right to buy) <u>(5)</u>	\$ 27.14					07/21/2000      07/21/2007	Common Shares      45,000
Option (right to buy) <u>(5)</u>	\$ 36.307					03/02/2001      03/02/2008	Common Shares      96,402
Option (right to buy) <u>(5)</u>	\$ 43.14					08/11/2001      08/11/2008	Common Shares      135,000
Option (right to buy) <u>(5)</u>	\$ 47.333					03/01/2002      03/01/2009	Common Shares      187,500
Option (right to buy) <u>(5)</u>	\$ 31.167					<u>(6)</u> 11/15/2009	Common Shares      1,425,000



## Edgar Filing: WALTER ROBERT D - Form 4

that the Compensation Committee is currently exploring alternatives to substitute the remaining portion of the stock option granted to the reporting person in excess of the 562,500 shares with equivalent value.

- (7) Stock option granted pursuant to the reporting person's Employment Agreement with Cardinal Health dated November 20, 2001, as amended and restated as of February 1, 2004 (the "Employment Agreement").
- (8) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.

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.