

WALTER MATTHEW D

Form 5

August 10, 2005

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. 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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**06/30/2005**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 Reporting

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Shares                      | 02/23/2005                              | Â   | G                                       | 1,113 D \$ (1)   | 130,413 (2)  | D  | Â   |
| Common<br>Shares                      | 02/23/2005                              | Â   | G                                       | 1,113 A \$ (1)   | 6,840  | I  | By trusts<br>FBO<br>children                                      |
| Common<br>Shares                      | 04/23/2005                              | Â   | G                                       | 34,502 A \$ (1)  | 34,502   | I  | By DGT<br>Trust (3)   |
| Common<br>Shares                      | Â                                       | Â   | Â                                       | Â Â Â  | 1,090  | I  | By spouse   |

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|               |   |   |   |   |   |   |           |   |                                       |
|---------------|---|---|---|---|---|---|-----------|---|---------------------------------------|
| Common Shares | Â | Â | Â | Â | Â | Â | 31,097    | I | By Matthew D. Walter Trust <u>(4)</u> |
| Common Shares | Â | Â | Â | Â | Â | Â | 1,112,663 | I | By LLC <u>(5)</u>                     |
| Common Shares | Â | Â | Â | Â | Â | Â | 84,889    | 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 2270  
(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. D                       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Option (right to buy) <u>(6)</u>           | \$ 70.3  | Â                                    | Â  | Â                              | Â Â   | 05/01/2002 05/01/2012                                    | Common Shares   | 2,134                      |
| Option (right to buy) <u>(7)</u>           | \$ 70.3  | Â                                    | Â  | Â                              | Â Â   | 05/01/2002 05/01/2012                                    | Common Shares   | 1,422                      |
| Option (right to buy) <u>(7)</u>           | \$ 70.01   | Â                                    | Â  | Â                              | Â Â   | 11/06/2002 11/06/2012                                    | Common Shares   | 3,571                      |
| Option (right to buy) <u>(7)</u>           | \$ 59  | Â                                    | Â  | Â                              | Â Â   | 11/05/2003 11/05/2013                                    | Common Shares   | 5,084                      |
| Option (right to buy) <u>(6)</u>           | \$ 54.2  | Â                                    | Â  | Â                              | Â Â   | 12/08/2004 12/08/2014                                    | Common Shares   | 3,094                      |
| Option (right to                           | \$ 54.2  | Â                                    | Â  | Â                              | Â Â   | 12/08/2004 12/08/2014                                    | Common Shares   | 2,441                      |

buy) <sup>(7)</sup>

## Reporting Owners

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

## Signatures

Matthew D.                      08/10/2005  
Walter

     \*\*Signature of                      Date  
Reporting Person

## 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) 15,111 of these shares were previously reported as indirectly beneficially owned through GRAT I, and were subsequently transferred to direct beneficial ownership on 3/24/2005.
- (3) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (4) 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.
- (5) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (6) Stock options granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (7) Stock options 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 provided 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.