

CARDINAL HEALTH INC

Form 4

November 13, 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

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(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)

11/08/2006

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Shares | 11/08/2006 | | A | 473 A | <u>11</u> 92,799 <u>(2)</u> | D | |
| Common Shares | | | | | 41,661 | I | By trusts FBO children <u>(3)</u> |
| Common Shares | | | | | 1,430 | I | By spouse |
| Common Shares | | | | | 34,502 | I | By DGT Trust <u>(4)</u> |
| Common Shares | | | | | 24,100 | I | By Matthew |

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| | | | |
|---------------|-----------|---|--------------------------------|
| Common Shares | 1,112,663 | I | D. Walter Trust ⁽⁵⁾ |
| Common Shares | 90,000 | I | By LLC ⁽⁶⁾ |
| | | | By GRAT II ⁽⁷⁾ |

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

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(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) ⁽⁸⁾ | \$ 70.3 | | | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 2,134 |
| Option (right to buy) ⁽⁹⁾ | \$ 70.3 | | | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 1,422 |
| Option (right to buy) ⁽⁹⁾ | \$ 70.01 | | | | | | | 11/06/2002 | 11/06/2012 | Common Shares | 3,571 |
| Option (right to buy) ⁽⁹⁾ | \$ 59 | | | | | | | 11/05/2003 | 11/05/2013 | Common Shares | 5,084 |
| Option (right to buy) ⁽⁸⁾ | \$ 54.2 | | | | | | | 12/08/2004 | 12/08/2014 | Common Shares | 3,094 |
| Option | \$ 54.2 | | | | | | | 12/08/2004 | 12/08/2014 | Common | 2,441 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|--|---|------------|------------|---------------|---------------|-------|
| (right to buy) ⁽⁹⁾ | | | | | | | | Shares | |
| Option (right to buy) ⁽⁸⁾ | \$ 61.79 | | | | 11/02/2006 | 11/02/2012 | Common Shares | 2,714 | |
| Option (right to buy) ⁽⁹⁾ | \$ 61.79 | | | | 11/02/2006 | 11/02/2012 | Common Shares | 684 | |
| Option (right to buy) ⁽⁹⁾ | \$ 63.48 | 11/08/2006 | | A | 1 | 11/08/2007 | 11/08/2013 | Common Shares | 3,308 |

Reporting Owners

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

Signatures

Matthew D.
Walter

11/08/2006

^{**}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) Restricted share unit award granted without payment by grantee.
- (2) 21,234 of these shares were previously reported as indirectly beneficially owned through GRAT I and were subsequently transferred to direct ownership on August 15, 2006.
- (3) 32,799 of these shares were previously reported as indirectly beneficially owned through GRAT I and were subsequently gifted on August 15, 2006 as bona fide gifts and are now reported as indirectly beneficially owned through trusts FBO children. GRAT I terminated on August 15, 2006.
- (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) 90,000 shares were previously reported as directly owned. GRAT II was created on September 28, 2006.
- (8) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (9) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
- (10) Stock option granted without payment by grantee.

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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