

CARDINAL HEALTH INC  
Form 4  
December 14, 2006

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

OMB APPROVAL

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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 \*  
FRANCIS PHILIP L

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)  
19601 N. 27TH AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2006

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

PHOENIX, AZ 85027  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	12/12/2006		A		473 <sup>(1)</sup> A <sub>(2)</sub>	946	D
Common Shares					1,950	I	By wife as UGMA custodian for daughter
Common Shares					5,000	I	By Trust

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.

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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 Amount of Derivative Security (Instr. 3)
Option (right to buy) <sup>(3)</sup>	\$ 63.48					11/08/2007 11/08/2013	Common Shares	3,308
Phantom Stock <sup>(4)</sup>	<sup>(5)</sup>					<sup>(5)</sup> <sup>(5)</sup>	Common Shares	84

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANCIS PHILIP L 19601 N. 27TH AVENUE PHOENIX, AZ 85027		X		

## Signatures

Aneezal H. Mohamed,  
Attorney-in-fact

12/14/2006

<sup>(1)</sup>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) The restricted share unit ("RSU") grant reported on this Form is a portion of an RSU grant that was approved by the Human Resources and Compensation Committee on December 12, 2006 with a grant date of December 15, 2006. This RSU grant together with a stock option grant will be issued on December 15, 2006, because the reporting person did not receive an annual grant of RSUs and stock options on November 8, 2006.

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- (2) RSU award granted without payment by grantee pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
- (3) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
- (4) Phantom stock held under the Company's Deferred Compensation Plan.
- (5) Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable, in cash or common shares, at the election of the reporting person, at least six months after termination from board service.

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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