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ALARIS MEDICAL SYSTEMS INC
Form SC TO-C
May 19, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement Under Section
14(d) (1) or 13(e) (1) of the Securities Exchange Act of 1934
ALARIS MEDICAL SYSTEMS, INC.
(Name of Subject Company--Issuer)

BLUE MERGER CORP.,
a wholly owned subsidiary of
CARDINAL HEALTH, INC.
(Name of Filing Persons--Offerors)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

011637105
(CUSIP Number of Class of Securities)

Paul S. Williams
Executive Vice President, Chief Legal Officer and Secretary
Cardinal Health, Inc.
7000 Cardinal Place
Dublin, Ohio 43017
Telephone: (614) 757-5000
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copy To:
David A. Katz, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. Amount Previously Paid: None. Filing Party: Not applicable. Form or Registration No.: Not applicable. Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

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issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Item 12. Exhibits

(a) (5) (A) Press Release Issued by Cardinal Health, Inc. and ALARIS Medical Systems, Inc. on May 19, 2004

(a) (5) (B) Q & A relating to the acquisition of ALARIS Medical Systems, Inc. by Cardinal Health, Inc.

Exhibit Exhibit Name

(a) (5) (A) Press Release Issued by Cardinal Health, Inc. and ALARIS Medical Systems, Inc. on May 19, 2004

(a) (5) (B) Q & A relating to the acquisition of ALARIS Medical Systems, Inc. by Cardinal Health, Inc.