Henderson Jeffrey William Form 4 September 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Henderson Jeffrey William			Symbol CARDINAL HEALTH INC [CAH]					Issuer			
(Last)	(First)	(Middle)		ate of Earliest Transaction				(Check all applicable)			
7000 CARDINAL PLACE			(Month/Day/Year) 01/02/2009					Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer			
		endment, D nth/Day/Yea	ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
DUBLIN, OH 43017								Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Year)		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			of (D) 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	01/02/2009			F(1)	3,351	D	\$ 34.47 (2)	83,753	D		
Common Shares	09/15/2009			A	29,626	A	\$ 27.29 (3)	113,379	D		
Common Shares								2,329	I	By ESPP	

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

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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. 5. TransactionNumber Code of (Instr. 8) 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (4)	\$ 27.29	09/15/2009		A	1	<u>(5)</u>	09/15/2016	Common Shares	206,843	!
Option (right to buy) (7)	\$ 27.29	09/15/2009		A	1	<u>(8)</u>	09/15/2016	Common Shares	206,636	!

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Henderson Jeffrey William 7000 CARDINAL PLACE DUBLIN, OH 43017

Chief Financial Officer

Signatures

James E. Barnett, Attorney-in-fact

09/17/2009

**Signature of Reporting Person

Dat

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).
- Represents the withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the receipt of (1) 11,756 shares upon the settlement of restricted share units, which settlement should have occurred on January 2, 2009 but did not due to a company administrative error.
- (2) Reflects closing share price on prior business day.
- (3) Restricted share units granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. These restricted share units were granted without payment by the grantee and one-third will vest on September 15, 2010,

Reporting Owners 2

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one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012. These restricted share units were granted as part of Cardinal Health, Inc.'s (the "Company's") fiscal 2010 annual grant.

- (4) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as part of the Company's fiscal 2010 annual grant.
- One-third of this stock option will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012.
- (6) Stock option granted without payment by grantee.
 - Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5,
- (7) 2008. This stock option was granted in addition to the fiscal 2010 annual grant in conjunction with the launch of, and related increased focus on, the Company's remaining businesses following the completion of the separation of CareFusion Corporation.
- (8) One-half of this stock option will vest on September 15, 2011 and one-half will vest on September 15, 2012.

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.