

FINN JOHN F
Form 4
September 02, 2009

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 *
FINN JOHN F

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)
3641 INTERCHANGE RD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2009

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

COLUMBUS, OH 43204

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

(City) (State) (Zip)

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| Common Shares | 09/01/2009 | | A ⁽¹⁾ | 254 A ⁽²⁾ | 36,315 | D | |
| Common Shares | 09/01/2009 | | A ⁽¹⁾ | 390 A ⁽³⁾ | 36,705 | D | |
| Common Shares | | | | | 1,032 | I | By spouse |

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

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SEC 1474 (9-02)

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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. 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 of Derivative Security (Instr. 5) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|---------------|----------------------------|-----|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option (right to buy) | \$ 45.77 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/01/2010 | Common Shares | 2,030 | (5) |
| Option (right to buy) | \$ 45.77 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/01/2010 | Common Shares | 1,117 | (5) |
| Option (right to buy) | \$ 46.79 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/07/2011 | Common Shares | 1,986 | (5) |
| Option (right to buy) | \$ 46.79 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/07/2011 | Common Shares | 1,862 | (5) |
| Option (right to buy) | \$ 51.27 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/06/2012 | Common Shares | 1,813 | (5) |
| Option (right to buy) | \$ 51.27 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/06/2012 | Common Shares | 1,700 | (5) |
| Option (right to buy) | \$ 43.21 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/05/2013 | Common Shares | 2,205 | (5) |
| Option (right to buy) | \$ 43.21 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 11/05/2013 | Common Shares | 2,796 | (5) |
| Option (right to buy) | \$ 39.69 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 12/08/2014 | Common Shares | 3,044 | (5) |
| Option (right to buy) | \$ 39.69 | 09/01/2009 | | A ⁽¹⁾ | | 1 | | (4) | 12/08/2014 | Common Shares | 2,401 | (5) |

buy)

| | | | | | | | | | |
|-----------------------------|----------|------------|------------------|---|-----|------------|------------------|-------|-----|
| Option (right to buy) | \$ 45.25 | 09/01/2009 | A ⁽¹⁾ | 1 | (4) | 11/02/2012 | Common Shares | 2,670 | (5) |
| Option (right to buy) | \$ 45.25 | 09/01/2009 | A ⁽¹⁾ | 1 | (4) | 11/02/2012 | Common Shares | 673 | (5) |
| Option (right to buy) | \$ 46.49 | 09/01/2009 | A ⁽¹⁾ | 1 | (4) | 11/08/2013 | Common Shares | 3,254 | (5) |
| Option (right to buy) | \$ 44.27 | 09/01/2009 | A ⁽¹⁾ | 1 | (4) | 11/07/2014 | Common Shares | 5,282 | (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FINN JOHN F 3641 INTERCHANGE RD. COLUMBUS, OH 43204 | | X | | |

Signatures

/s/ Aneezal H. Mohamed,
Attorney-in-fact

09/02/2009

**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).
- Pursuant to the anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise price) was adjusted in
- (1) conjunction with the Issuer's spin-off of CareFusion Corp. The terms of this adjustment were approved by the Issuer's Human Resources and Compensation Committee.
 - (2) Award granted without payment by grantee. These restricted share units are fully vested and delivery has been deferred.
 - (3) Award granted without payment by grantee. These restricted share units will vest on 11/5/2009.
 - (4) These options are currently exercisable.
 - (5) Award granted without payment by grantee.

Remarks:

Form 1 of 2.

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.