

SCHLOTTERBECK DAVID L

Form 4

September 02, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLOTTERBECK DAVID L

(Last) (First) (Middle)

10221 WATERIDGE CIRCLE

(Street)

SAN DEIGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CARDINAL HEALTH INC [CAH]

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

08/31/2009

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 ____X____ Other (specify
below) below)

Former Vice Chair & CEO CTS

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	08/31/2009		D ⁽¹⁾		17,282	D	\$ 0	61,523	D	
Common Shares								375	I	By Spouse
Common Shares								2,341	I	By ESPP

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. Pri Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 32.33	09/01/2009		A ⁽³⁾		1		⁽⁴⁾	08/23/2014	Common Shares	240,688	Q
Option (right to buy)	\$ 48.58	09/01/2009		A ⁽³⁾		1		⁽⁵⁾	08/15/2013	Common Shares	11,290	Q
Option (right to buy)	\$ 49.25	09/01/2009		A ⁽³⁾		1		⁽⁶⁾	08/15/2014	Common Shares	60,156	Q
Option (right to buy)	⁽¹⁾	09/01/2009		D ⁽¹⁾		1		⁽¹⁾	08/15/2015	Common Shares	84,774	Q

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOTTERBECK DAVID L 10221 WATERIDGE CIRCLE SAN DEIGO, CA 92121				Former Vice Chair & CEO CTS

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).

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- (1) Pursuant to the anti-dilution provisions of this grant, this award has been cancelled in conjunction with the Issuer's distribution of CareFusion Corp. The terms of this cancellation were approved by the Issuer's Human Resources and Compensation Committee.
- (2) Granted without payment by grantee.
Pursuant to the anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise) was adjusted in conjunction with the Issuer's spin-off of CareFusion. The terms of this adjustment were approved by the Issuer's Human Resources and Compensation Committee.
- (4) These options are fully exercisable.
- (5) Three-quarters of these options are currently exercisable and one-quarter will vest on 8/15/2010.
- (6) Two-thirds of these options are currently exercisable and one-third will vest on 8/15/2010.

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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