

FORD BRENDAN A
Form 4
February 07, 2005

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 *
FORD BRENDAN A

(Last) (First) (Middle)

7000 CARDINAL PLACE

(Street)

DUBLIN, OH 43017

(City) (State) (Zip)

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

CARDINAL HEALTH INC [CAH]

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

02/03/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP - Corp. Development

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/03/2005		M ⁽¹⁾	10,125	A \$ 14.667	70,120	D
Common Shares	02/03/2005		S ⁽¹⁾	6,258	D \$ 60	63,862	D
Common Shares						12,982	I By 401(k) Plan
Common Shares						2,386	I By ESPP

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <u>(2)</u>	\$ 14.667	02/03/2005		M		10,125		03/06/1998	03/06/2005	Common Shares	10,125
Option (right to buy) <u>(3)</u>	\$ 17.74							03/04/1999	03/04/2006	Common Shares	13,500
Option (right to buy) <u>(3)</u>	\$ 27.053							03/03/2000	03/03/2007	Common Shares	10,350
Option (right to buy) <u>(3)</u>	\$ 27.693							08/24/2000	08/24/2007	Common Shares	22,500
Option (right to buy) <u>(3)</u>	\$ 36.307							03/02/2001	03/02/2008	Common Shares	9,255
Option (right to buy) <u>(3)</u>	\$ 43.14							08/11/2001	08/11/2008	Common Shares	7,875
Option (right to buy) <u>(3)</u>	\$ 47.333							03/01/2002	03/01/2009	Common Shares	23,616
Option (right to buy) <u>(3)</u>	\$ 31.167							11/15/2002	11/15/2009	Common Shares	45,722
Option (right to buy) <u>(3)</u>	\$ 66.083							11/20/2003	11/20/2010	Common Shares	34,956

Option (right to buy) ⁽³⁾	\$ 68.1	11/19/2004	11/19/2011	Common Shares	37,797
Option (right to buy) ⁽³⁾	\$ 67.9	11/18/2005	11/18/2012	Common Shares	44,183
Option (right to buy) ⁽³⁾	\$ 67.9	11/18/2005	02/18/2013	Common Shares	4,926
Option (right to buy) ⁽³⁾	\$ 61.38	11/17/2006	11/17/2013	Common Shares	57,021
Option (right to buy) ⁽³⁾	\$ 44.15	08/23/2007	08/23/2014	Common Shares	68,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD BRENDAN A 7000 CARDINAL PLACE DUBLIN, OH 43017			EVP - Corp. Development	

Signatures

Brendan A. Ford 02/03/2005

 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 reporting person was issued a stock option to purchase 10,125 shares by Cardinal Health, Inc. (the "Company" or "CAH") on 03/06/1995, with an expiration date of 03/06/2005. In light of the expiration date, the reporting person established a 10b5-1 plan on November 10, 2004, when he was not aware of material non-public information about the Company, providing for the exercise of all such 10,125 option shares upon the CAH share price reaching \$60.00 per share. In addition, pursuant to such 10b5-1 plan, the reporting person sold a total of 6,258 of the shares to pay the option price and taxes. The remaining 3,867 of the exercised shares have not been sold and have been credited to a directly-held account in the name of the reporting person.
- (2) Stock option granted pursuant to the Cardinal Health, Inc. Stock Incentive Plan.
- (3) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

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.