

WILLIAMS PAUL S

Form 4

February 22, 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 *
WILLIAMS PAUL S

(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)

02/17/2005

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, CLO & Secretary

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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/17/2005		G	V	122	D	11
Common Shares							7,000
							1,619
							D
							I
							By ESPP

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Option (right to buy) ⁽²⁾	\$ 36.307					03/02/2001	03/02/2008	Common Shares
Option (right to buy) ⁽²⁾	\$ 43.14					08/11/2001	08/11/2008	Common Shares
Option (right to buy) ⁽²⁾	\$ 47.333					03/01/2002	03/01/2009	Common Shares
Option (right to buy) ⁽²⁾	\$ 31.167					11/15/2002	11/15/2009	Common Shares
Option (right to buy) ⁽²⁾	\$ 66.083					11/20/2003	11/20/2010	Common Shares
Option (right to buy) ⁽²⁾	\$ 65.06					04/23/2004	04/23/2011	Common Shares
Option (right to buy) ⁽²⁾	\$ 68.1					11/19/2004	11/19/2011	Common Shares
Option (right to buy) ⁽²⁾	\$ 67.9					11/18/2005	11/18/2012	Common Shares
Option (right to buy) ⁽²⁾	\$ 67.9					11/18/2005	02/18/2013	Common Shares
Option (right to buy) ⁽²⁾	\$ 61.38					11/17/2006	11/17/2013	Common Shares

Amount
or
Number
of Shares

Option (right to buy) <u>(2)</u>	\$ 44.15	08/23/2007	08/23/2014	Common Shares	65,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS PAUL S 7000 CARDINAL PLACE DUBLIN, OH 43017			EVP, CLO & Secretary	

Signatures

Paul S. Williams	02/18/2005
<u> </u> 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) Bona fide gift.
- (2) 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.
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