

WALTER ROBERT D  
Form 4  
May 10, 2005

**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 \*  
WALTER ROBERT D

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)  
7000 CARDINAL PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/23/2005

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

DUBLIN, OH 43017  
(City) (State) (Zip)

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

**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	04/23/2005		G	(A) 34,502 (1)	(D) (1) 1,789,824 (2)	D	
Common Shares	05/10/2005		S(3)	\$ 65,000 (3)	(D) (4) 55.6604 1,724,824	D	
Common Shares					2,389	I	By ESPP
Common Shares					419,110	I	By GRAT IX
Common Shares					500,000	I	By LLC (5)

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Common Shares	591,803	I	By GRAT X
Common Shares	300,000	I	By LLC II <sup>(5)</sup>
Common Shares	700,000	I	By GRAT XI

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) <sup>(6)</sup>	\$ 17.74					03/04/1999	03/04/2006	Common Shares	89,207
Option (right to buy) <sup>(6)</sup>	\$ 27.053					03/03/2000	03/03/2007	Common Shares	100,409
Option (right to buy) <sup>(6)</sup>	\$ 27.14					07/21/2000	07/21/2007	Common Shares	45,000
Option (right to buy) <sup>(6)</sup>	\$ 36.307					03/02/2001	03/02/2008	Common Shares	96,402
Option (right to buy) <sup>(6)</sup>	\$ 43.14					08/11/2001	08/11/2008	Common Shares	135,000
Option (right to buy) <sup>(6)</sup>	\$ 47.333					03/01/2002	03/01/2009	Common Shares	187,500
Option (right to buy) <sup>(6)</sup>	\$ 31.167					<sup>(7)</sup>	11/15/2009	Common Shares	1,425,000
Option (right to buy) <sup>(6)</sup>	\$ 66.083					11/20/2003	11/20/2010	Common Shares	272,384
	\$ 68.1					01/15/2006	11/19/2011		440,529

Option (right to buy) <u>(6)</u>				Common Shares	
Option (right to buy) <u>(6)</u> <u>(8)</u>	\$ 67.9	11/18/2005	11/18/2012	Common Shares	486,009
Option (right to buy) <u>(6)</u> <u>(8)</u>	\$ 61.38	11/17/2006	11/17/2013	Common Shares	507,086
Option (right to buy) <u>(6)</u> <u>(8)</u>	\$ 44.15	08/23/2007	08/23/2014	Common Shares	562,500
Stock Appreciation Right <u>(9)</u>	\$ 44.15	08/23/2007	08/23/2014	Common Shares	142,483

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER ROBERT D 7000 CARDINAL PLACE DUBLIN, OH 43017	X		Chairman and CEO	

## Signatures

Robert D. Walter	05/10/2005
<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. These 34,502 shares were previously reported as indirectly beneficially owned through GRAT VIII.
- (2) 157,848 of these shares were previously reported as indirectly beneficially owned through GRAT VIII.

The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan established by the reporting person on March 1, 2005, when the reporting person was not aware of material non-public information about the Company. The Company filed a Form 8-K on March 4, 2005, disclosing, among other things, an Item 8.01 Other Events disclosure that the reporting person entered into a 10b5-1 plan.

- (3) Weighted average sale price from 22 different transactions with prices ranging from \$55.50 to \$55.82. The details of these transactions by sale price are as follows: 9,700 shares at \$55.50, 3,000 shares at \$55.56, 3,100 shares at \$55.60, 200 shares at \$55.61, 2,200 shares at \$55.62, 100 shares at \$55.63, 13,900 shares at \$55.65, 1,300 shares at \$55.66, 700 shares at \$55.67, 1,200 shares at \$55.68, 1,300 shares at \$55.69, 2,400 shares at \$55.70, 300 shares at \$55.71, 11,800 shares at \$55.72, 3,500 shares at \$55.73, 1,500 shares at \$55.74, 400 shares at \$55.75, 200 shares at \$55.76, 3,900 shares at \$55.77, 800 shares at \$55.78, 3,100 shares at \$55.79, and 400 shares at \$55.82.
- (5) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.
- (6) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.  
Stock option vested in three equal annual installments beginning on 11/15/00. The Company has previously identified an issue with respect to this award granted in November 1999, and stated in its Form 10-K for the fiscal year ended June 30, 2004 that the option award
- (7) was in excess of that permitted to be granted to a single individual during any fiscal year under the Company's Equity Incentive Plan, and that the Compensation Committee is currently exploring alternatives to substitute the remaining portion of the stock option granted to the reporting person in excess of the 562,500 shares with equivalent value.

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- (8) Stock option granted pursuant to the reporting person's Employment Agreement with Cardinal Health dated November 20, 2001, as amended and restated as of February 1, 2004 (the "Employment Agreement").
- (9) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.

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.