

CARDINAL HEALTH INC  
Form 4  
August 17, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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)  
08/15/2006

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 below)  Other (specify below)  
Exec. Chairman of the Board

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Shares                   | 08/15/2006                           |  | A                              |   | 28,490  | A  | 11                                |
| Common Shares                   |                                      |  |                                |   | 1,554,169   | (2)  | D                                 |
| Common Shares                   |                                      |  |                                |   | 3,183   | I  | By ESPP                           |
| Common Shares                   |                                      |  |                                |   | 367,967   | (3)  | I                                 |
|                                 |                                      |  |                                |   |   |  | By GRAT IX                        |
| Common Shares                   |                                      |  |                                |   | 445,000   | I  | By LLC (7)                        |
| Common Shares                   |                                      |  |                                |   | 514,579   | (4)  | I                                 |
|                                 |                                      |  |                                |   |   |  | By GRAT X                         |

Edgar Filing: CARDINAL HEALTH INC - Form 4

|               |                    |   |                      |
|---------------|--------------------|---|----------------------|
| Common Shares | 282,000            | I | By LLC II <u>(7)</u> |
| Common Shares | 630,354 <u>(5)</u> | I | By GRAT XI           |
| Common Shares | 300,000 <u>(6)</u> | I | By LLC III           |

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 displays a currently valid OMB control number.**

SEC 1474  
(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>(8)</u>           | \$ 27.053  |                                      |  |                                |   | 03/03/2000   | 03/03/2007  | Common Shares | 100,409                    |
| Option (right to buy) <u>(8)</u>           | \$ 27.14   |                                      |  |                                |   | 07/21/2000   | 07/21/2007  | Common Shares | 45,000                     |
| Option (right to buy) <u>(8)</u>           | \$ 36.307  |                                      |  |                                |   | 03/02/2001   | 03/02/2008  | Common Shares | 96,402                     |
| Option (right to buy) <u>(8)</u>           | \$ 43.14   |                                      |  |                                |   | 08/11/2001   | 08/11/2008  | Common Shares | 135,000                    |
| Option (right to buy) <u>(8)</u>           | \$ 47.333  |                                      |  |                                |   | 03/01/2002   | 03/01/2009  | Common Shares | 187,500                    |
| Option (right to buy) <u>(8)</u>           | \$ 31.167  |                                      |  |                                |   | <u>(10)</u>  | 11/15/2009  | Common Shares | 562,500                    |
| Option (right to buy) <u>(8)</u>           | \$ 66.083  |                                      |  |                                |   | 11/20/2003   | 11/20/2010  | Common Shares | 272,384                    |
| Option (right to buy) <u>(8)</u>           | \$ 68.1  |                                      |  |                                |   | 01/15/2006   | 11/19/2011  | Common Shares | 440,529                    |
|  | \$ 67.9  |                                      |  |                                |   | 11/18/2005   | 11/18/2012  |               | 486,009                    |



## Edgar Filing: CARDINAL HEALTH INC - Form 4

- (5) 17,820 of these shares were previously reported as indirectly beneficially owned through LLC II and were subsequently contributed to and indirectly beneficially owned through GRAT XI on August 15, 2006.
- These 300,000 shares were transferred from direct beneficial ownership and were subsequently contributed to Coventry Associates
- (6) Limited, III, LLC ("LLC III") a new limited liability company, on July 25, 2006. The reporting person holds the controlling interest in, and is the sole manager of LLC III.
- (7) The reporting person holds the controlling interest in, and is the sole manager of, the LLC.
- (8) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- Stock option granted pursuant to the reporting person's then-applicable Employment Agreement with Cardinal Health. The Company
- (9) and the reporting person are parties to an Employment Agreement originally dated November 20, 2001, and amended and restated on February 1, 2004 and April 17, 2006, and further amended on August 2, 2006 (the "Employment Agreement").
- (10) Stock option vested in three equal annual installments beginning on 11/15/00.
- (11) Deferred Payment Stock Appreciation Right granted in partial fulfillment of the Company's obligations to the reporting person pursuant to the Employment Agreement.
- Deferred Payment Stock Appreciation Right granted to compensate the reporting person for the portion of the option to purchase
- (12) 1,425,000 common shares originally granted to the reporting person on November 15, 1999 (the "November 1999 Option"), which portion has subsequently been determined to be null and void.
- (13) Expires on the earlier of (x) November 15, 2009 (the expiration date of the November 1999 Option) or (y) six months after the reporting person's termination of employment.
- (14) Stock option vests in four equal annual installments beginning on 9/2/2006.
- (15) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended.
- (16) Stock option vests in four equal annual installments beginning on 8/15/2007.
- (17) Stock option granted without payment by grantee.

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.