

MCCOY JOHN B
Form 4
February 13, 2007

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 *
MCCOY JOHN B

(Last) (First) (Middle)

191 W. NATIONWIDE
BLVD., SUITE 625

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CARDINAL HEALTH INC [CAH]

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

02/12/2007

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Shares | 02/12/2007 | | M | | 3,005 A \$ 33.28 | 3,963 | D |
| Common Shares | 02/12/2007 | | S | | 3,005 D \$ 70.78 | 958 | D |
| Common Shares | | | | | | 19,407 ⁽¹⁾ | I By FLITE Trust |
| Common Shares | | | | | | 6,436 | I By trust FBO his son |
| Common Shares | | | | | | 27,822 ⁽¹⁾ | I By GRATs ⁽²⁾ |

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Common Shares 12/07/2006 A V 27,981 A (1) 27,981 (1) I By GRAT 2006

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

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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) | 8. Price or Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽³⁾ | \$ 33.28 | 02/12/2007 | | M | 1 | 11/05/1997 | 11/05/2007 | Common Shares | 3,005 |
| Option (right to buy) ⁽³⁾ | \$ 46.293 | | | | | 11/23/1998 | 11/23/2008 | Common Shares | 2,160 |
| Option (right to buy) ⁽³⁾ | \$ 29.958 | | | | | 11/03/1999 | 11/03/2009 | Common Shares | 3,338 |
| Option (right to buy) ⁽³⁾ | \$ 62.5 | | | | | 11/01/2000 | 11/01/2010 | Common Shares | 2,064 |
| Option (right to buy) ⁽⁴⁾ | \$ 62.5 | | | | | 11/01/2000 | 11/01/2010 | Common Shares | 1,136 |
| Option (right to buy) ⁽³⁾ | \$ 63.9 | | | | | 11/07/2001 | 11/07/2011 | Common Shares | 2,019 |
| Option (right to buy) ⁽⁴⁾ | \$ 63.9 | | | | | 11/07/2001 | 11/07/2011 | Common Shares | 1,893 |

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| | | | | | |
|--|------------|------------|------------|------------------|-------|
| Option (right to buy) <u>(3)</u> | \$ 70.01 | 11/06/2002 | 11/06/2012 | Common Shares | 1,843 |
| Option (right to buy) <u>(4)</u> | \$ 70.01 | 11/06/2002 | 11/06/2012 | Common Shares | 1,728 |
| Option (right to buy) <u>(3)</u> | \$ 59 | 11/05/2003 | 11/05/2013 | Common Shares | 2,842 |
| Option (right to buy) <u>(4)</u> | \$ 59 | 11/05/2003 | 11/05/2013 | Common Shares | 2,242 |
| Option (right to buy) <u>(3)</u> | \$ 54.2 | 12/08/2004 | 12/08/2014 | Common Shares | 3,094 |
| Option (right to buy) <u>(4)</u> | \$ 54.2 | 12/08/2004 | 12/08/2014 | Common Shares | 2,441 |
| Option (right to buy) <u>(3)</u> | \$ 61.79 | 11/02/2006 | 11/02/2012 | Common Shares | 2,714 |
| Option (right to buy) <u>(4)</u> | \$ 61.79 | 11/02/2006 | 11/02/2012 | Common Shares | 684 |
| Option (right to buy) <u>(4)</u> | \$ 63.48 | 11/08/2007 | 11/08/2013 | Common Shares | 3,308 |
| Phantom Stock <u>(5)</u> | <u>(6)</u> | <u>(6)</u> | <u>(6)</u> | Common Shares | 4,889 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCOY JOHN B 191 W. NATIONWIDE BLVD. SUITE 625 COLUMBUS, OH 43215 | X | | | |

Signatures

John B. McCoy 02/12/2007

 **Signature of Date
Reporting Person

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) 7,981 shares were transferred from GRAT established on 10/18/05 (see footnote 2) and 20,000 shares were transferred from FLITE Trust to the John B. McCoy 12-5-06 Grantor Retained Annuity Trust #1, John B. McCoy Trustee ("GRAT 2006").
- (2) Represents shares held by two GRATs established on 10/18/05 and 9/01/06.
- (3) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (4) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
- (5) Phantom stock held under the Company's Deferred Compensation Plan.
- (6) Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable, in cash or common shares, at the election of the reporting person, at least six months after termination from board service.

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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