

Barrett George S
Form 4
September 17, 2009

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 *
Barrett George S

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)
09/15/2009

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	09/15/2009		A	92,342	A 27.29	204,676	D
					(1)		
Common Shares	09/15/2009		A	64,126	A 27.29	268,802	D
					(2)		

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

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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. Code	5. Transaction 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. Priority (Instr. 3)
Option (right to buy) ⁽³⁾	\$ 27.29	09/15/2009		A	1	⁽⁴⁾ 09/15/2016	Common Shares 644,704	
Option (right to buy) ⁽⁶⁾	\$ 27.29	09/15/2009		A	1	⁽⁴⁾ 09/15/2016	Common Shares 309,954	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barrett George S 7000 CARDINAL PLACE DUBLIN, OH 43017	X		Chairman and CEO	

Signatures

George S. Barrett 09/17/2009

 **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) Restricted share units granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. These restricted share units were granted without payment by the grantee and one-third will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012. These restricted share units were granted as part of Cardinal Health, Inc.'s (the "Company's") fiscal 2010 annual grant.

(2) Restricted share units granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. These restricted share units were granted without payment by the grantee and one-third will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012. These restricted share units were granted as an initial equity award in conjunction with grantee's entering into a new employment agreement with the Company on August 5, 2009 and his appointment as Chairman and Chief Executive Officer.

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- (3) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as part of the Company's fiscal 2010 annual grant.
- (4) One-third of this stock option will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012.
- (5) Stock option granted without payment by grantee.

- Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as an initial equity award in conjunction with grantee's entering into a new employment agreement with the Company on August 5, 2009 and his appointment as Chairman and Chief Executive Officer.
- (6) 2008. This stock option was granted as an initial equity award in conjunction with grantee's entering into a new employment agreement with the Company on August 5, 2009 and his appointment as Chairman and Chief Executive Officer.

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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