

CARDINAL HEALTH INC

Form 4

February 16, 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 *
WALTER MATTHEW D

(Last) (First) (Middle)

5200 RINGS ROAD

(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)

02/14/2005

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)
Common Shares	02/14/2005		G	V 385 A <u>11</u>	116,415	D	
Common Shares	02/14/2005		G	V 1,155 A <u>11</u>	5,727	I	By trusts FBO children
Common Shares	02/14/2005		G	V 385 A <u>11</u>	1,090	I	By spouse
Common Shares	02/16/2005		S	<u>7,775</u> (2) D \$ 57	31,097	I	By Matthew D. Walter Trust (3)

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Common Shares	1,112,663	I	By LLC ⁽⁴⁾
Common Shares	100,000	I	By GRAT I

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)		8. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) ⁽⁵⁾	\$ 70.3					05/01/2002	05/01/2012	Common Shares	2,134	
Option (right to buy) ⁽⁶⁾	\$ 70.3					05/01/2002	05/01/2012	Common Shares	1,422	
Option (right to buy) ⁽⁶⁾	\$ 70.01					11/06/2002	11/06/2012	Common Shares	3,571	
Option (right to buy) ⁽⁶⁾	\$ 59					11/05/2003	11/05/2013	Common Shares	5,084	
Option (right to buy) ⁽⁵⁾	\$ 54.2					12/08/2004	12/08/2014	Common Shares	3,094	
Option (right to buy) ⁽⁶⁾	\$ 54.2					12/08/2004	12/08/2014	Common Shares	2,441	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTER MATTHEW D 5200 RINGS ROAD DUBLIN, OH 43017	X			

Signatures

Matthew D.
Walter

02/16/2005

 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 gifts.

Bank One Trust Company, N.A. ("Bank One Trust") serves as the trustee of the MDW Trust, which was established in 1987 for the benefit of the reporting person. This transaction was initiated solely by Bank One Trust in the independent exercise of its discretion as trustee.

(3) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.

(4) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.

(5) Stock options granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

(6) Stock options granted pursuant to the Cardinal Health, Inc. Outside Directors 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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