

CARDINAL HEALTH INC  
Form 4  
October 01, 2013

**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 \*  
**LAWS STUART G**

(Last) (First) (Middle)

**CARDINAL HEALTH, INC., 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)

**09/30/2013**

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)  
**SVP & Chief Accounting Officer**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Shares                   | 09/30/2013                           |  | <u>M</u> <sup>(1)</sup>        |   | 3,288 A \$ 41.1   | 10,053   | D  |
| Common Shares                   | 09/30/2013                           |  | <u>M</u> <sup>(1)</sup>        |   | 616 A \$ 22.9   | 10,669   | D  |
| Common Shares                   | 09/30/2013                           |  | <u>M</u> <sup>(1)</sup>        |   | 19,986 A \$ 27.29   | 30,655   | D  |
| Common Shares                   | 09/30/2013                           |  | <u>S</u> <sup>(1)</sup>        |   | 24,879 D \$ 52.01   | 5,776  | D  |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 41.1  | 09/30/2013                           |  | M                              | 3,288   | <u>(3)</u> 08/15/2015                                    | Common Shares   | 3,288                      |
| Employee Stock Option (right to buy)       | \$ 22.9  | 09/30/2013                           |  | M                              | 616   | <u>(4)</u> 08/15/2014                                    | Common Shares   | 616                        |
| Employee Stock Option (right to buy)       | \$ 27.29   | 09/30/2013                           |  | M                              | 19,986  | <u>(5)</u> 09/15/2016                                    | Common Shares   | 19,986                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

LAWS STUART G  
CARDINAL HEALTH, INC.  
7000 CARDINAL PLACE  
DUBLIN, OH 43017

SVP & Chief Accounting Officer

## Signatures

/s/ Elaine S. Natsis,  
Attorney-in-fact

10/01/2013

\_\_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) The exercises and sales reported on this Form 4 were effected pursuant to a 10b5-1 plan adopted by the reporting person on August 12, 2013.  
  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.86 to \$52.19, inclusive. The undersigned undertakes to Cardinal Health, Inc., any security holder of Cardinal Health, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 2 to this Form 4.
  - (2) The option, representing a right to purchase a total of 3,288 shares, vested and became exercisable in three equal annual installments beginning on August 15, 2009.
  - (3) The option, representing a right to purchase a total of 616 shares, vested and became exercisable 67% on July 20, 2010 and 33% on August 15, 2010.
  - (4) The option, representing a right to purchase a total of 19,986 shares, vested and became exercisable in three equal annual installments beginning on September 15, 2010.
  - (5)

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.