

FOTIADES GEORGE L
Form 4
January 03, 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 *
FOTIADES GEORGE L

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)
12/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price \$			
Common Shares	12/29/2005		F(1)	623 D 66.3 (2)	80,239 (3)	D	

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)

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽⁴⁾	\$ 41.553					09/16/2001	09/16/2008	Common Shares	56,250
Option (right to buy) ⁽⁴⁾	\$ 47.333					03/01/2002	03/01/2009	Common Shares	27,171
Option (right to buy) ⁽⁴⁾	\$ 31.167					11/15/2002	11/15/2009	Common Shares	67,907
Option (right to buy) ⁽⁴⁾	\$ 66.083					11/20/2003	11/20/2010	Common Shares	60,530
Option (right to buy) ⁽⁴⁾	\$ 68.1					11/19/2004	11/19/2011	Common Shares	67,915
Option (right to buy) ⁽⁴⁾	\$ 67.9					11/18/2005	11/18/2012	Common Shares	250,000
Option (right to buy) ⁽⁴⁾	\$ 64.11					01/31/2007	02/01/2014	Common Shares	225,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOTIADES GEORGE L 7000 CARDINAL PLACE DUBLIN, OH 43017			President & COO	

Signatures

George L.
Fotiades

01/03/2006

 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) Represents a reduction in shares underlying restricted share units to satisfy the tax withholding obligations of the Company with respect to the prior vesting of 26,362 restricted share units.
- (2) Weighted average price of two transactions: 383 shares at \$64.59 and 240 shares at \$69.02.
- (3) Includes the addition of 12 shares due to a typographical error in a prior filing reporting a transaction on 12/13/00.
- (4) Stock option granted pursuant to the Cardinal health, Inc. 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. 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.