

FOTIADES GEORGE L

Form 4

May 31, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FOTIADES GEORGE L

(Last) (First) (Middle)

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)

05/31/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President &amp; COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Shares                      | 05/31/2005                              |   | M <sup>(1)</sup>                     | 73,245 A  | \$ 38.287 153,645  | D   |   |
| Common<br>Shares                      | 05/31/2005                              |   | S <sup>(1)</sup>                     | 73,245 D  | \$ 57.7695 80,400  | D   |   |

(A)  
or  
(D)  
(4)

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins       |
|---|---|---|---|---|---|--|---|----------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title   | Amount or<br>Number of<br>Shares |
| Option<br>(right to<br>buy) <sup>(2)</sup>          | \$ 38.287   | 05/31/2005                              |   | M                                       | 1   | 06/01/2001 06/02/2005  | Common<br>Shares  | 73,245                           |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 41.553   |   |   |   |   | 09/16/2001 09/16/2008  | Common<br>Shares  | 56,250                           |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 47.333   |   |   |   |   | 03/01/2002 03/01/2009  | Common<br>Shares  | 27,171                           |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 31.167   |   |   |   |   | 11/15/2002 11/15/2009  | Common<br>Shares  | 67,907                           |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 66.083   |   |   |   |   | 11/20/2003 11/20/2010  | Common<br>Shares  | 60,530                           |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 68.1   |   |   |   |   | 11/19/2004 11/19/2011  | Common<br>Shares  | 67,915                           |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 67.9   |   |   |   |   | 11/18/2005 11/18/2012  | Common<br>Shares  | 250,000                          |
| Option<br>(right to<br>buy) <sup>(3)</sup>          | \$ 64.11  |   |   |   |   | 01/31/2007 02/01/2014  | Common<br>Shares  | 225,000                          |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                 |       |
|--------------------------------|---------------|-----------|-----------------|-------|
|                                | Director      | 10% Owner | Officer         | Other |
|                                |               |           | President & COO |       |

FOTIADES GEORGE L  
7000 CARDINAL PLACE  
DUBLIN, OH 43017

## Signatures

George L.  
Fotiades

05/31/2005

\*\*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).

The exercise and sale reported on this Form 4 were effected pursuant to a 10b5-1 plan established by the reporting person on November (1) 10, 2004, when the reporting person was not aware of material non-public information about the Company. The stock option exercised pursuant to the 10b5-1 plan would have expired on June 2, 2005, if not exercised.

(2) Stock option granted pursuant to the R.P. Scherer Stock Option Plan.

(3) Stock option granted pursuant to the Cardinal health, Inc. Equity Incentive Plan.

(4) Weighted average sale price from 27 different transactions with the price ranging from \$57.67 to \$57.94. The details of these transactions are as follows: 5,000 shares at \$57.67, 100 shares at \$57.68, 200 shares at \$57.69, 3,000 shares at \$57.70, 3,800 shares at \$57.71, 2,500 shares at \$57.72, 3,900 shares at \$57.73, 3,100 shares at \$57.74, 16,400 shares at \$57.75, 1,600 shares at \$57.76, 7,800 shares at \$57.77, 700 shares at \$57.78, 1,600 shares at \$57.79, 1,800 shares at \$57.80, 4,100 shares at \$57.81, 5,400 shares at \$57.82, 600 shares at \$57.83, 3,445 shares at \$57.84, 900 shares at \$57.85, 2,600 shares at \$57.86, 2,500 shares at \$57.87, 400 shares at \$57.88, 600 shares at \$57.89, 400 shares at \$57.90, 600 shares at \$57.91, 100 shares at \$57.93 and 100 shares at \$57.94.

(5) Stock option was disposed of in connection with its exercise for no additional consideration beyond the option shares.

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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