Morford Craig S Form 4 September 17, 2009

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

obligations

(Print or Type Responses)

Common

Shares

09/15/2009

1. Name and A Morford Cr	Symbol	er Name <b>and</b> INAL HE				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 7000 CARI	(First) (N	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2009				Director 10% Owner X Officer (give title Other (specify below)		
DUDI IN (		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
OUBLIN, (City)		(Zip) Tal	ole I - Non-I	Derivative S	Securit	ies Acq	Person uired, Disposed of		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8)  (A) or		of (D)	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)

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

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

30,765

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

12,986 A

27.29

(1)

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Der Seco	title of ivative urity tr. 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. Transacti Code (Instr. 8)					7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
(rig	tion ght to $\binom{(2)}{2}$	\$ 27.29	09/15/2009		A	1		(3)	09/15/2016	Common Shares	90,662	<u>(4)</u>
(rig	tion ght to () (5)	\$ 27.29	09/15/2009		A	1		(3)	09/15/2016	Common Shares	90,662	<u>(4)</u>

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Morford Craig S 7000 CARDINAL PLACE DUBLIN, OH 43017

Chief Legal/Compliance Officer

### **Signatures**

Craig S. 09/17/2009 Morford

\*\*Signature of Date
Reporting Person

# **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).
- 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) 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.
- (3) 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.
- (4) Stock option granted without payment by grantee.

**(5)** 

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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 in place of a stock option that otherwise would have been expected to be granted as part of the Company's fiscal 2011 annual grant.

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.