

CARDINAL HEALTH INC

Form 4

August 10, 2016

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 *
Barrett George S

(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)

08/08/2016

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)

Chairman and CEO

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 | Price | |
| Common Shares | 08/08/2016 | | M | | 20,428 | \$ 30.94 | A 510,762 D |
| Common Shares | 08/08/2016 | | S | | 20,428 | \$ 83.75 (1) | D 490,334 D |
| Common Shares | 08/09/2016 | | M | | 129,818 | \$ 30.94 | A 620,152 D |
| Common Shares | 08/09/2016 | | S | | 129,818 | \$ 83.76 (2) | D 490,334 D |
| | 08/10/2016 | | M | | 99,754 | | A 590,088 D |

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| | | | | | | | | | | |
|---------------|------------|--|---|--------|----|----|-------|---------|---|------------|
| Common Shares | | | | | \$ | | | | | 30.94 |
| Common Shares | 08/10/2016 | | S | 99,754 | D | \$ | 83.44 | 490,334 | D | <u>(3)</u> |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Common Shares | \$ 30.94 | 08/08/2016 | | M | 20,428 | <u>(4)</u> 08/16/2017 <u>(5)</u> | Common Shares 20,428 |
| Common Shares | \$ 30.94 | 08/09/2016 | | M | 129,818 | <u>(4)</u> 08/16/2017 <u>(5)</u> | Common Shares 129,818 |
| Common Shares | \$ 30.94 | 08/10/2016 | | M | 99,754 | <u>(4)</u> 08/16/2017 <u>(5)</u> | Common Shares 99,754 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barrett George S 7000 CARDINAL PLACE DUBLIN, OH 43017 | X | | Chairman and CEO | |

Signatures

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

08/10/2016

__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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.72 to \$83.80, inclusive. The reporting person undertakes to provide 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 ranges set forth in footnotes 1, 2 and 3 to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.59 to \$84.00, inclusive.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.24 to \$83.80, inclusive.

(4) The option, representing a right to purchase a total of 685,989 shares, vested and became exercisable in three equal annual installments beginning on August 16, 2011.

(5) This stock option expires on August 16, 2017. On August 8, 2016, the reporting person adopted a Rule 10b5-1 trading plan to sell the remaining 435,989 shares subject to this option in the open market at prevailing market prices between November 2016 and February 2017, subject to minimum price thresholds specified in the plan. These transactions will be disclosed publicly in Form 144 and Form 4 Filings with the SEC. The goal of the transactions reported in this Form 4 and the subsequent transactions under the Rule 10b5-1 plan is to fully exercise the stock option in several transactions over a period of approximately six months.

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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