CARDINAL HEALTH INC
Form 4
May 05, 2005

# FORM 4

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

**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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PARRISH MARK W

(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)
05/04/2005

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 below) _____ Other (specify below)
Chmn & CEO-PDPS

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 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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 05/04/2005 | | M | | 1,565 | A | $ 17.74 | 19,142 | D | |
| Common Shares | 05/04/2005 | | S(1) | | 1,565 | D | $ 56 | 17,577 | D | |
| Common Shares | | | | | | | | 1,768 | I | By 401(k) plan |
| Common Shares | | | | | | | | 2,388 | I | By ESPP |
| Common Shares | | | | | | | | 143 | I | By Deferred Compensation Plan |

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

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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 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 D S ( |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option (right to buy) (2) | $ 17.74 | 05/04/2005 | | M | | | 0.094 | 03/04/1999 | 03/04/2006 | Common Shares | 1,565 | |
| Option (right to buy) (2) | $ 24.147 | | | | | | | 10/03/1999 | 10/03/2006 | Common Shares | 8,442 | |
| Option (right to buy) (2) | $ 27.053 | | | | | | | 03/03/2000 | 03/03/2007 | Common Shares | 12,992 | |
| Option (right to buy) (2) | $ 27.693 | | | | | | | 08/24/2000 | 08/24/2007 | Common Shares | 6,525 | |
| Option (right to buy) (2) | $ 36.307 | | | | | | | 03/02/2001 | 03/02/2008 | Common Shares | 10,394 | |
| Option (right to buy) (2) | $ 43.14 | | | | | | | 08/11/2001 | 08/11/2008 | Common Shares | 7,875 | |
| Option (right to buy) (2) | $ 47.333 | | | | | | | 03/01/2002 | 03/01/2009 | Common Shares | 14,898 | |
| Option (right to buy) (2) | $ 31.167 | | | | | | | 11/15/2002 | 11/15/2009 | Common Shares | 28,877 | |
| Option (right to | $ 66.083 | | | | | | | 11/20/2003 | 11/20/2010 | Common Shares | 21,620 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| buy) [(2)] | | | | | | |
| Option (right to buy) [(2)] | $ 68.75 | | 07/02/2004 | 07/02/2011 | Common Shares | 6,500 |
| Option (right to buy) [(2)] | $ 68.1 | | 11/19/2004 | 11/19/2011 | Common Shares | 26,725 |
| Option (right to buy) [(2)] | $ 67.9 | | 11/18/2005 | 11/18/2012 | Common Shares | 32,401 |
| Option (right to buy) [(2)] | $ 62.48 | | 01/08/2006 | 01/08/2013 | Common Shares | 16,000 |
| Option (right to buy) [(2)] | $ 61.38 | | 11/17/2006 | 11/17/2013 | Common Shares | 5,000 |
| Option (right to buy) [(2)] | $ 61.38 | | 11/17/2006 | 11/17/2013 | Common Shares | 44,477 |
| Option (right to buy) [(2)] | $ 44.15 | | 08/23/2007 | 08/23/2014 | Common Shares | 85,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| PARRISH MARK W<br>7000 CARDINAL PLACE<br>DUBLIN, OH 43017 | | | Chmn & CEO-PDPS | |

# Signatures

| | |
|---|---|
| Mark W. Parrish | 05/05/2005 |
| [**]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).

**(1)** The sale reported on this Form 4 was effected pursuant to a 10b5-1 plan adopted by the reporting person on February 28, 2005, when he was not aware of material non-public information about the Company.

**(2)** Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

**(3)** 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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Explanation of Responses: