

WALTER MATTHEW D
Form 5
August 10, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WALTER MATTHEW D

(Last) (First) (Middle)

5200 RINGS ROAD

(Street)

DUBLIN, OH 43017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARDINAL HEALTH INC [CAH]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Shares | 02/23/2005 | Â | G | 1,113 D \$ (1) | 130,413 (2) | D | Â |
| Common Shares | 02/23/2005 | Â | G | 1,113 A \$ (1) | 6,840 | I | By trusts FBO children |
| Common Shares | 04/23/2005 | Â | G | 34,502 A \$ (1) | 34,502 | I | By DGT Trust (3) |
| Common Shares | Â | Â | Â | Â Â Â | 1,090 | I | By spouse |

Edgar Filing: WALTER MATTHEW D - Form 5

| | | | | | | | | | |
|---------------|---|---|---|---|---|---|-----------|---|---------------------------------------|
| Common Shares | Â | Â | Â | Â | Â | Â | 31,097 | I | By Matthew D. Walter Trust <u>(4)</u> |
| Common Shares | Â | Â | Â | Â | Â | Â | 1,112,663 | I | By LLC <u>(5)</u> |
| Common Shares | Â | Â | Â | Â | Â | Â | 84,889 | I | By GRAT I |

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 2270
(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) <u>(6)</u> | \$ 70.3 | Â | Â | Â | Â | 05/01/2002 05/01/2012 | Common Shares | 2,134 |
| Option (right to buy) <u>(7)</u> | \$ 70.3 | Â | Â | Â | Â | 05/01/2002 05/01/2012 | Common Shares | 1,422 |
| Option (right to buy) <u>(7)</u> | \$ 70.01 | Â | Â | Â | Â | 11/06/2002 11/06/2012 | Common Shares | 3,571 |
| Option (right to buy) <u>(7)</u> | \$ 59 | Â | Â | Â | Â | 11/05/2003 11/05/2013 | Common Shares | 5,084 |
| Option (right to buy) <u>(6)</u> | \$ 54.2 | Â | Â | Â | Â | 12/08/2004 12/08/2014 | Common Shares | 3,094 |
| Option (right to | \$ 54.2 | Â | Â | Â | Â | 12/08/2004 12/08/2014 | Common Shares | 2,441 |

buy) ⁽⁷⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTER MATTHEW D 5200 RINGS ROAD DUBLIN, OH 43017 | X | A | A | A |

Signatures

| | |
|--|---------------------|
| Matthew D. | 08/10/2005 |
| Walter | |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Bona fide gift.
- (2) 15,111 of these shares were previously reported as indirectly beneficially owned through GRAT I, and were subsequently transferred to direct beneficial ownership on 3/24/2005.
- (3) Reporting person holds a one-third economic interest in, and is a co-trustee of, the DGT Trust.
- (4) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (5) Reporting person holds a one-third economic interest in, and is the manager of, the LLC.
- (6) Stock options granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (7) Stock options granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.