

CARDINAL HEALTH INC
Form 4
February 27, 2006

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 *
SPAULDING JEAN G

(Last) (First) (Middle)

2400 PRATT STREET, SUITE 1500

(Street)

DURHAM, NC 27705

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2006

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Shares | | | | | 485 | D | |
| Common Shares | | | | | 150 | I | By 401(k) plan sponsored by reporting person's medical practice |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Fair Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽¹⁾ | \$ 70.3 | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 2,134 |
| Option (right to buy) ⁽²⁾ | \$ 70.3 | | | | | 05/01/2002 | 05/01/2012 | Common Shares | 1,422 |
| Option (right to buy) ⁽²⁾ | \$ 70.01 | | | | | 11/06/2002 | 11/06/2012 | Common Shares | 3,571 |
| Option (right to buy) ⁽²⁾ | \$ 59 | | | | | 11/05/2003 | 11/05/2013 | Common Shares | 5,084 |
| Option (right to buy) ⁽¹⁾ | \$ 54.2 | | | | | 12/08/2004 | 12/08/2014 | Common Shares | 3,094 |
| Option (right to buy) ⁽²⁾ | \$ 54.2 | | | | | 12/08/2004 | 12/08/2014 | Common Shares | 2,441 |
| Option (right to buy) ⁽¹⁾ | \$ 61.79 | | | | | 11/02/2006 | 11/02/2012 | Common Shares | 2,714 |
| Option (right to buy) ⁽²⁾ | \$ 61.79 | | | | | 11/02/2006 | 11/02/2012 | Common Shares | 684 |
| Phantom Stock ⁽³⁾ | ⁽⁴⁾ | 02/23/2006 | | A | 242 | ⁽⁴⁾ | ⁽⁴⁾ | Common Shares | 242 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPAULDING JEAN G 2400 PRATT STREET SUITE 1500 DURHAM, NC 27705 | X | | | |

Signatures

| | |
|------------------------------------|------------|
| Jean G. Spaulding | 02/23/2006 |
| **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) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
 - (2) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
Phantom stock held under the Company's Deferred Compensation Plan (the "Plan") was previously reported as common shares on Table I to Form 4 because, among other things, the Plan only permitted payment of amounts credited to a participant's Company stock account under the Plan in common shares. The Plan was amended in December 2005 to permit payment of amounts credited to a participant's Company stock account either in cash or in common shares at the election of the participant. Accordingly, acquisitions of shares of phantom stock under the Plan are now reported on Table II.
 - (4) Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable, in cash or common shares, at the election of the reporting person, at least six months after termination from board service.

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.