

CARDINAL HEALTH INC

Form 4

October 01, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWS STUART G

(Last) (First) (Middle)

**CARDINAL HEALTH, INC., 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)

09/30/2013

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)

SVP & Chief Accounting Officer

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	09/30/2013		M ⁽¹⁾		3,288	A	\$ 41.1	10,053	D
Common Shares	09/30/2013		M ⁽¹⁾		616	A	\$ 22.9	10,669	D
Common Shares	09/30/2013		M ⁽¹⁾		19,986	A	\$ 27.29	30,655	D
Common Shares	09/30/2013		S ⁽¹⁾		24,879	D	\$ 52.01 (2)	5,776	D

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

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 41.1	09/30/2013		M		3,288		<u>(3)</u>	08/15/2015	Common Shares	3,288
Employee Stock Option (right to buy)	\$ 22.9	09/30/2013		M		616		<u>(4)</u>	08/15/2014	Common Shares	616
Employee Stock Option (right to buy)	\$ 27.29	09/30/2013		M		19,986		<u>(5)</u>	09/15/2016	Common Shares	19,986

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LAWS STUART G CARDINAL HEALTH, INC. 7000 CARDINAL PLACE DUBLIN, OH 43017	SVP & Chief Accounting Officer

Signatures

/s/ Elaine S. Natsis,
Attorney-in-fact 10/01/2013

__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 exercises and sales reported on this Form 4 were effected pursuant to a 10b5-1 plan adopted by the reporting person on August 12, 2013.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.86 to \$52.19, inclusive. The undersigned undertakes 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 range set forth in footnote 2 to this Form 4.
- (3) The option, representing a right to purchase a total of 3,288 shares, vested and became exercisable in three equal annual installments beginning on August 15, 2009.
- (4) The option, representing a right to purchase a total of 616 shares, vested and became exercisable 67% on July 20, 2010 and 33% on August 15, 2010.
- (5) The option, representing a right to purchase a total of 19,986 shares, vested and became exercisable in three equal annual installments beginning on September 15, 2010.

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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