KENNY GREGORY B

Form 4

September 02, 2009

FORM 4

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

OMB Number:

3235-0287

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: Estimated average

OMB APPROVAL

burden hours per response...

2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KENNY GREGORY B			2. Issuer Name and Ticker or Trading Symbol CARDINAL HEALTH INC [CAH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
4 TESSENEEF	R DRIVE		(Month/Day/Year) 09/01/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
HIGHLAND HEIGHTS, KY 41076			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year) Execution Date		Transactio	nAcquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially (D) or	(D) or	Beneficial Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 8) (Instr. 3, 4 and 5)		5)	Owned Indirect (I)		
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	00/01/0000		A (1)	254		(2)	2.466	Ъ	
Shares	09/01/2009		A(1)	254	A	<u>(2)</u>	2,466	D	
Common Shares	09/01/2009		A(1)	390	A	<u>(3)</u>	2,856	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy)	\$ 48.92	09/01/2009		A <u>(1)</u>	1	<u>(4)</u>	08/01/2014	Common Shares	3,092	<u>(5)</u>
Option (right to buy)	\$ 44.27	09/01/2009		A <u>(1)</u>	1	<u>(4)</u>	11/07/2014	Common Shares	5,282	<u>(5)</u>
Option (right to buy)	\$ 28.8	09/01/2009		A <u>(1)</u>	1	<u>(6)</u>	11/05/2015	Common Shares	9,801	<u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KENNY GREGORY B							
4 TESSENEER DRIVE	X						
HIGHLAND HEIGHTS, KY 41076							

Signatures

/s/ Aneezal H. Mohamed, Attorney-in-fact 09/02/2009

**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).
- Pursuant to the anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise price) was adjusted in conjunction with the Issuer's spin-off of CareFusion Corp. The terms of this adjustment were approved by the Issuer's Human Resources and Compensation Committee.
- (2) Award granted without payment by grantee. These restricted share units are fully vested and delivery has been deferred.
- (3) Award granted without payment by grantee. These restricted share units vest on 11/5/2009.
- (4) These options are fully exercisable.

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- (5) Granted without payment by grantee.
- **(6)** These options vest on 11/5/2009.

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.