Lynch Michael A Form 4 September 17, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A Lynch Mich	Person * 2. Iss Symbo		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I		OINAL H	EALTH INC [CAH]  Transaction	(Chec	k all applicable	e)
7000 CARI		n/Day/Year) /2009		X_ Officer (give below)	e title 0th below) Medical Segme	er (specify	
	4. If A	mendment, I	Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(N	/Ionth/Day/Ye	ear)	Applicable Line) _X_ Form filed by 0	One Reporting Pe	erson
DUBLIN, O				Form filed by N Person	More than One Re	eporting	
(City)	(State)	(Zip) Ta	able I - Non	-Derivative Securities Acq	uired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. f Transact	4. Securities Acquired tion(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature Indirect

re of (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial any Owned (Month/Day/Year) (Instr. 8) (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Amount Price \$ Comman 09/15/2009 A 25,394 27.29 D Α 65,132 Shares (1)

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 Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Derir Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (2)	\$ 27.29	09/15/2009		A	1	(3)	09/15/2016	Common Shares	177,294	9
Option (right to buy) (5)	\$ 27.29	09/15/2009		A	1	<u>(6)</u>	09/15/2016	Common Shares	206,636	!

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Lynch Michael A 7000 CARDINAL PLACE DUBLIN, OH 43017

CEO, Medical Segment

# **Signatures**

James E. Barnett, Attorney-in-fact

09/17/2009

\*\*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).
- Restricted share units granted under the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. These restricted share units were granted without payment by the grantee and one-third will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012. These restricted share units were granted as part of Cardinal Health, Inc.'s (the "Company's") fiscal 2010 annual grant.
- (2) Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted as part of the Company's fiscal 2010 annual grant.
- One-third of this stock option will vest on September 15, 2010, one-third will vest on September 15, 2011 and one-third will vest on September 15, 2012.
- (4) Stock option granted without payment by grantee.
- Stock option granted pursuant to the Cardinal Health, Inc. 2005 Long-Term Incentive Plan, as amended and restated as of November 5, 2008. This stock option was granted in addition to the fiscal 2010 annual grant in conjunction with the launch of, and related increased focus on, the Company's remaining businesses following the completion of the separation of CareFusion Corporation.

Reporting Owners 2

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(6) One-half of this stock option will vest on September 15, 2011 and one-half will vest on September 15, 2012.

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.