

FORD BRENDAN A
Form 4
February 07, 2005

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 *
FORD BRENDAN A

(Last) (First) (Middle)
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)
02/03/2005

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)
EVP - Corp. Development

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 02/03/2005 | | M ⁽¹⁾ | | 10,125 | A | \$ 14.667 |
| Common Shares | 02/03/2005 | | S ⁽¹⁾ | | 6,258 | D | \$ 60 |
| Common Shares | | | | | | | 12,982 |
| Common Shares | | | | | | | 2,386 |
| | | | | | | I | By 401(k) Plan |
| | | | | | | I | By ESPP |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽²⁾ | \$ 14.667 | 02/03/2005 | | M | | 10,125 | 03/06/1998 | 03/06/2005 | Common Shares | 10,125 |
| Option (right to buy) ⁽³⁾ | \$ 17.74 | | | | | | 03/04/1999 | 03/04/2006 | Common Shares | 13,500 |
| Option (right to buy) ⁽³⁾ | \$ 27.053 | | | | | | 03/03/2000 | 03/03/2007 | Common Shares | 10,350 |
| Option (right to buy) ⁽³⁾ | \$ 27.693 | | | | | | 08/24/2000 | 08/24/2007 | Common Shares | 22,500 |
| Option (right to buy) ⁽³⁾ | \$ 36.307 | | | | | | 03/02/2001 | 03/02/2008 | Common Shares | 9,255 |
| Option (right to buy) ⁽³⁾ | \$ 43.14 | | | | | | 08/11/2001 | 08/11/2008 | Common Shares | 7,875 |
| Option (right to buy) ⁽³⁾ | \$ 47.333 | | | | | | 03/01/2002 | 03/01/2009 | Common Shares | 23,616 |
| Option (right to buy) ⁽³⁾ | \$ 31.167 | | | | | | 11/15/2002 | 11/15/2009 | Common Shares | 45,722 |
| Option (right to buy) ⁽³⁾ | \$ 66.083 | | | | | | 11/20/2003 | 11/20/2010 | Common Shares | 34,956 |

| | | | | | |
|--|----------|------------|------------|------------------|--------|
| Option (right to buy) ⁽³⁾ | \$ 68.1 | 11/19/2004 | 11/19/2011 | Common Shares | 37,797 |
| Option (right to buy) ⁽³⁾ | \$ 67.9 | 11/18/2005 | 11/18/2012 | Common Shares | 44,183 |
| Option (right to buy) ⁽³⁾ | \$ 67.9 | 11/18/2005 | 02/18/2013 | Common Shares | 4,926 |
| Option (right to buy) ⁽³⁾ | \$ 61.38 | 11/17/2006 | 11/17/2013 | Common Shares | 57,021 |
| Option (right to buy) ⁽³⁾ | \$ 44.15 | 08/23/2007 | 08/23/2014 | Common Shares | 68,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD BRENDAN A 7000 CARDINAL PLACE DUBLIN, OH 43017 | | | EVP - Corp. Development | |

Signatures

Brendan A. Ford 02/03/2005

^{**}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 reporting person was issued a stock option to purchase 10,125 shares by Cardinal Health, Inc. (the "Company" or "CAH") on 03/06/1995, with an expiration date of 03/06/2005. In light of the expiration date, the reporting person established a 10b5-1 plan on November 10, 2004, when he was not aware of material non-public information about the Company, providing for the exercise of all such 10,125 option shares upon the CAH share price reaching \$60.00 per share. In addition, pursuant to such 10b5-1 plan, the reporting person sold a total of 6,258 of the shares to pay the option price and taxes. The remaining 3,867 of the exercised shares have not been sold and have been credited to a directly-held account in the name of the reporting person.
- (2) Stock option granted pursuant to the Cardinal Health, Inc. Stock Incentive Plan.
- (3) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.

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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