



Edgar Filing: WALTER MATTHEW D - Form 4

Shares						Trust <sup>(5)</sup>
Common Shares				24,100	I	By Matthew D. Walter Trust <sup>(6)</sup>
Common Shares				90,000	I	By GRAT II

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

SEC 1474  
(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)	8. Price or 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) <sup>(7)</sup>	\$ 70.3					05/01/2002	05/01/2012	Common Shares	2,134
Option (right to buy) <sup>(8)</sup>	\$ 70.3					05/01/2002	05/01/2012	Common Shares	1,422
Option (right to buy) <sup>(8)</sup>	\$ 70.01					11/06/2002	11/06/2012	Common Shares	3,571
Option (right to buy) <sup>(8)</sup>	\$ 59					11/05/2003	11/05/2013	Common Shares	5,084
Option (right to buy) <sup>(7)</sup>	\$ 54.2					12/08/2004	12/08/2014	Common Shares	3,094



## Edgar Filing: WALTER MATTHEW D - Form 4

- (6) Shares held in the MDW Trust of which the reporting person is the primary beneficiary and pursuant to which the reporting person may withdraw proceeds at certain specified times.
- (7) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (8) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors 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.

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.