

Barrett George S  
 Form 4  
 September 07, 2010

**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 \*  
 Barrett George S

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)  
 7000 CARDINAL PLACE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/03/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

DUBLIN, OH 43017  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Shares <sup>(1)</sup>    | 09/03/2010                           |  | A                              | 13,423  | A \$ 31.29 <sup>(1)</sup>   | 349,027  | D  |
| Common Shares                   | 09/03/2010                           |  | F <sup>(2)</sup>               | 5,631   | D \$ 31.29  | 343,396  | D  |

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

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SEC 1474 (9-02)

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**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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Number of Shares  |  |  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Barrett George S<br>7000 CARDINAL PLACE<br>DUBLIN, OH 43017 | X             |           | Chairman and CEO |       |

## Signatures

/s/ George S. Barrett 09/07/2010

\*\*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).
- At the reporting person's request, the Human Resources and Compensation Committee of the Company's Board of Directors awarded the reporting person 15% of his fiscal 2010 annual cash incentive in the form of these common shares in recognition of fiscal 2010 being a transition year and to further align his interests with those of our shareholders. The number of shares was determined by dividing the cash amount by the closing price of the Company's common shares on September 3, 2010, the payment date of the annual incentive. The shares were fully vested upon grant.
- (1) transition year and to further align his interests with those of our shareholders. The number of shares was determined by dividing the cash amount by the closing price of the Company's common shares on September 3, 2010, the payment date of the annual incentive. The shares were fully vested upon grant.
  - (2) Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the grant of shares reported above.

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.