

CARDINAL HEALTH INC  
Form 4  
February 11, 2015

**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 \*  
WATKINS CAROLE S

(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)

02/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Shares                   | 11/24/2014                           |                                                    | G                              | V 68 D \$ 0                                                       | 29,526                                                                                        | D                                                        |                                                       |
| Common Shares                   | 12/01/2014                           |                                                    | G                              | V 13 D \$ 0                                                       | 29,513                                                                                        | D                                                        |                                                       |
| Common Shares                   | 02/10/2015                           |                                                    | M <sup>(1)</sup>               | 50,770 A \$ 27.29                                                 | 80,283                                                                                        | D                                                        |                                                       |
| Common Shares                   | 02/10/2015                           |                                                    | S <sup>(1)</sup>               | 50,770 D \$ 85 <sup>(2)</sup>                                     | 29,513                                                                                        | D                                                        |                                                       |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 2,357 <sup>(3)</sup>                                                                          | I                                                        | By 401(k) Plan                                        |

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy)       | \$ 27.29                                               | 02/10/2015                           |                                                    | M                              | 50,770                                                                                  | <sup>(4)</sup> 09/15/2016                                | Common Shares                                                 | 50,770                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|-------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                             | Director      | 10% Owner | Officer          | Other |
| WATKINS CAROLE S<br>7000 CARDINAL PLACE<br>DUBLIN, OH 43017 |               |           | Chief HR Officer |       |

## Signatures

/s/ Elaine S. Natsis,  
Attorney-in-fact  
\*\*Signature of Reporting Person

02/11/2015  
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 exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 25, 2014.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$85.13, inclusive. The reporting person undertakes to provide to Cardinal Health, Inc., any security holder of Cardinal Health, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 2 to this Form 4.

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- (3) Share amount reported reflects the notional number of shares attributable to the reporting person's account under a unitized stock fund.
- (4) The option, representing a right to purchase a total of 84,617 shares, vested and became exercisable in three equal annual installments beginning on September 15, 2010.

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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