

Henderson Jeffrey William
 Form 4
 August 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Henderson Jeffrey William

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)
 08/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

DUBLIN, OH 43017

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

(City) (State) (Zip)

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 or Price | | | | | |
| Common Shares ⁽¹⁾ | 08/15/2011 | | A | | 20,942 | A | \$ 0 | 130,666 | D | |
| Common Shares | 08/15/2011 | | F ⁽²⁾ | | 2,177 | D | \$ 40.87 ⁽³⁾ | 128,489 | D | |
| Common Shares | 08/16/2011 | | F ⁽⁴⁾ | | 3,032 | D | \$ 41.6 ⁽³⁾ | 125,457 | D | |
| Common Shares | | | | | | | | 2,329 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 41.6 | 08/15/2011 | | A | 89,603 | <u>(5)</u> 08/15/2021 | Common Shares | 89,603 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Henderson Jeffrey William 7000 CARDINAL PLACE DUBLIN, OH 43017 | | | Chief Financial Officer | |

Signatures

/s/ Jeffrey W. Henderson 08/17/2011

**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) Grant of restricted share units ("RSUs") that vest in three equal annual installments beginning on August 15, 2012.
- (2) Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the vesting of 6,813 RSUs.
- (3) Reflects closing price on prior business day.
- (4) Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the vesting of 8,710 RSUs.

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(5) Stock option vests in three equal annual installments beginning on August 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.

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