

CARDINAL HEALTH INC
Form 4
August 17, 2016

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 *
Giacomin Jon L

(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)
08/15/2016

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)
CEO, Pharmaceutical Segment

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	08/15/2016		A ⁽¹⁾		11,420	A	\$ 0
Common Shares	08/15/2016		F ⁽²⁾		4,013	D	\$ 83.6 ⁽³⁾
Common Shares	08/16/2016		M		13,654	A	\$ 27.29
Common Shares	08/16/2016		M		16,100	A	\$ 27.29
Common Shares	08/16/2016		M		9,927	A	\$ 30.94
Common Shares	08/16/2016		M		9,927	A	\$ 30.94

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Common Shares 08/16/2016 S 47,251 D 82.77 33,015 D
 (4)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 83.19	08/15/2016		A	56,814	(5) 08/15/2026	Common Shares	56,814
Employee Stock Option (right to buy)	\$ 27.29	08/16/2016		M	13,654	(6) 09/15/2016	Common Shares	13,654
Employee Stock Option (right to buy)	\$ 27.29	08/16/2016		M	16,100	(7) 09/15/2016	Common Shares	16,100
Employee Stock Option (right to buy)	\$ 30.94	08/16/2016		M	9,927	(8) 08/16/2017	Common Shares	9,927

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Giacomin Jon L
7000 CARDINAL PLACE
DUBLIN, OH 43017

CEO, Pharmaceutical Segment

Signatures

/s/ Elaine S. Natsis,
Attorney-in-fact

08/17/2016

**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, 2017.
- (2) Represents withholding of shares to satisfy tax withholding obligations of the reporting person in connection with the vesting of 5,254 RSUs and 6,878 performance share units.
- (3) Reflects closing price on prior business day.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.70 to \$82.96, 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 4 to this Form 4.
- (4) Stock option vests in three equal annual installments beginning on August 15, 2017.
- (5) The option, representing a right to purchase a total of 48,981 shares, vested and became exercisable in three equal annual installments beginning on September 15, 2010.
- (6) The option, representing a right to purchase a total of 46,649 shares, vested and became exercisable in three equal annual installments beginning on September 15, 2010.
- (7) The option, representing a right to purchase a total of 9,927 shares, vested and became exercisable in three equal annual installments beginning on August 16, 2011.
- (8)

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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