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ALARIS MEDICAL SYSTEMS INC
Form SC 13D/A
July 02, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

ALARIS MEDICAL SYSTEMS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

011637105

(CUSIP Number)

Paul S. Williams, Esq.
Executive Vice President, Chief Legal Officer and Secretary
Cardinal Health, Inc.
7000 Cardinal Place
Dublin, Ohio 43017
(614) 757-5000

with a copy to:

David A. Katz, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

July 1, 2004

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box: []

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SCHEDULE 13D

CUSIP No. 011637105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON CARDINAL
HEALTH, INC.
31-0958666

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_
(b) |X|

3 SEC USE ONLY |_

4 SOURCE OF FUNDS
WC/BK/00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) |_

6 CITIZENSHIP OR PLACE OF ORGANIZATION
OHIO

7 SOLE VOTING POWER

70,218,799

NUMBER OF

8 SHARED VOTING POWER

SHARES

-0-

BENEFICIALLY

9 SOLE DISPOSITIVE POWER

OWNED BY

70,218,799

EACH

10 SHARED DISPOSITIVE POWER

REPORTING

-0-

PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
70,218,799

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 96.9%	
14	TYPE OF REPORTING PERSON HC, CO	

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This Amendment No. 1 (the "Amendment No. 1") amends and supplements the Schedule 13D filed on May 28, 2004 (as amended and supplemented prior to the date hereof by the amendments deemed filed on Schedule TO, the "Schedule 13D"), by Cardinal Health, Inc., an Ohio corporation ("Cardinal Health"), relating to the common stock, par value \$0.01 per share ("Common Stock"), of ALARIS Medical Systems, Inc., a Delaware corporation ("ALARIS"). Unless otherwise indicated, all capitalized terms used but not defined in this Amendment No.1 shall have the meanings ascribed to them in the Schedule 13D.

ITEM 4: PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the following to the end thereof:

On July 1, 2004, ALARIS, Cardinal Health, and Blue Merger Corp., a Delaware corporation and a wholly owned subsidiary of Cardinal Health, entered into Amendment No. 2 (the "Amendment No. 2") to the Agreement and Plan of Merger, dated as of May 18, 2004 and amended on June 14, 2004 (the "Merger Agreement"). A copy of the Amendment No. 2 is filed as an exhibit to the Current Report on Form 8-K filed by ALARIS on July 2, 2004 and is incorporated by reference. Reference to or description of the Amendment No. 2 is qualified in its entirety by reference to such exhibit.

ITEM 5: INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and supplemented by the following to the end thereof:

On Monday, June 28, 2004, Cardinal Health issued a press release announcing the expiration of the Offer, a copy of which press release was filed as an exhibit to Cardinal Health's Schedule TO/A relating to the acquisition of ALARIS filed on that date. The Offer expired at midnight, New York City time, on June 25, 2004. All Shares validly tendered (and not withdrawn) prior to the expiration of the Offer have been accepted for payment and will be purchased promptly. Pursuant to the Offer, 67,323,950 Shares were tendered and not withdrawn, representing approximately 92.4 percent of the total number of Shares outstanding (including 369,500 Shares held in treasury). In addition, 4,586,107 Shares were tendered into the Offer by receipt of notice of guaranteed delivery.

On Monday, June 28, 2004, 1,572,603 Shares that were tendered into the Offer by notice of guaranteed delivery were delivered to the Depositary, EquiServe Trust Company, along with 22 additional Shares that were not reflected in the above totals. On Tuesday, June 29, 2004, 596,878 Shares that were tendered into the Offer by notice of guaranteed delivery were delivered to the

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Depository, along with 351 additional Shares that were not reflected in the above totals. On Wednesday, June 30, 2004, 724,995 Shares that were tendered into the Offer by notice of guaranteed delivery were delivered to the Depository. As a result, as of June 30, 2004, Cardinal Health may be deemed to have sole voting and dispositive power with respect to an aggregate of 70,218,799 Shares, which constitutes approximately 96.9% of the issued and outstanding Shares (excluding 369,500 Shares held in treasury).

ITEM 7: MATERIAL TO BE FILED AS EXHIBITS

The following exhibit is filed as part of this Amendment No. 1 to the Schedule 13D:

Exhibit 3 -- Amendment No. 2 to the Merger Agreement, dated as of July 1, 2004 (incorporated in this Amendment No. 1 to the Schedule 13D by reference to the Current Report on Form 8-K filed by ALARIS on July 2, 2004).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule is true, complete and correct.

Dated as of: July 2, 2004

CARDINAL HEALTH, INC.

By: /s/ Paul S. Williams

Name: Paul S. Williams
Title: Executive Vice President, Chief
 Legal Officer and Secretary