

CARDIONET INC
Form 4
March 02, 2009

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 *
MIDDLETON FRED A

(Last) (First) (Middle)
227 WASHINGTON STREET, #300
(Street)

CONSHOHOCKEN, PA 19428

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CARDIONET INC [BEAT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2009

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)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/26/2009		S	48 D \$ 25.79	14,382	I	See Footnote (1)
Common Stock	02/26/2009		S	142 D \$ 25.77	14,240	I	See Footnote (1)
Common Stock	02/26/2009		S	659 D \$ 25.76	13,581	I	See Footnote (1)
Common Stock	02/26/2009		S	5,031 D \$ 25.75	8,550	I	See Footnote (1)

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Common Stock	02/26/2009	S	370	D	\$ 26.09	22,839	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	10	D	\$ 26.06	22,829	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	48	D	\$ 26.05	22,781	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	52	D	\$ 26.03	22,729	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	289	D	\$ 26.02	22,440	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	105	D	\$ 26.01	22,335	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	984	D	\$ 26	21,351	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	264	D	\$ 25.89	21,087	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	52	D	\$ 25.88	21,035	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	105	D	\$ 25.87	20,930	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	121	D	\$ 25.86	20,809	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	1,190	D	\$ 25.85	19,619	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	158	D	\$ 25.84	19,461	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	105	D	\$ 25.83	19,356	I	See Footnote <u>(2)</u>
Common Stock	02/26/2009	S	52	D	\$ 25.82	19,304	I	See Footnote

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									(2)
Common Stock	02/26/2009		S	423	D	\$ 25.81	18,881	I	See Footnote (2)
Common Stock	02/26/2009		S	2,649	D	\$ 25.8	16,232	I	See Footnote (2)
Common Stock	02/26/2009		S	52	D	\$ 25.79	16,180	I	See Footnote (2)
Common Stock	02/26/2009		S	158	D	\$ 25.77	16,022	I	See Footnote (2)
Common Stock	02/26/2009		S	741	D	\$ 25.76	15,281	I	See Footnote (2)
Common Stock	02/26/2009		S	5,670	D	\$ 25.75	9,611	I	See Footnote (2)

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDDLETON FRED A 227 WASHINGTON STREET, #300 CONSHOHOCKEN, PA 19428	X			

Signatures

/s/ Catherine A. Petko, by power of attorney

03/02/2009

__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) By Sanderling V Beteiligungs GmbH & Co KG. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates V, LLC the sole general partner of Sanderling V Beteiligungs GmbH & Co KG and has voting and investment power over the shares held by Sanderling V Beteiligungs GmbH & Co KG. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(2) By Sanderling V Limited Partnership. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates V, LLC the investment general partner of Sanderling V Limited Partnership and has voting and investment power over the shares held by Sanderling V Limited Partnership. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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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