

THURMAN RANDY H
Form 4
August 27, 2008

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 *
THURMAN RANDY H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2008

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

CONSHOHOCKEN, PA 19428
(City) (State) (Zip)

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Stock Option (right to buy)	\$ 28.95	08/04/2008	A	7,500	<u>(1)(2)</u>	08/03/2018	Common Stock	7,500
Stock Option (right to buy)	\$ 31.18	08/22/2008	A	7,500	<u>(3)</u>	07/06/2018	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THURMAN RANDY H 227 WASHINGTON STREET, #300 CONSHOHOCKEN, PA 19428			X	

Signatures

/s/ Randy
Thurman
08/27/2008
Date

**Signature of Reporting Person

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 shares shall vest on the first anniversary of the date of grant with respect to thirty-three and one-third percent (33-1/3%) of the shares subject to the option and the remainder shall vest in equal monthly installments over the two- (2-) year period thereafter, subject to the reporting person's continuous service as Chair of the Compensation, Nominating and Corporate Governance Committee during such period.
- (2) The option was canceled automatically under the terms of the option grant as a result of the splitting of the Compensation, Nominating and Corporate Governance Committee into two separate committees effective August 22, 2008. The reporting person received no consideration for the cancellation.
- (3) The shares shall vest on the first anniversary of the date of grant with respect to thirty-three and one-third percent (33-1/3%) of the shares subject to the option and the remainder shall vest in equal monthly installments over the two- (2-) year period thereafter, subject to the reporting person's continuous service as Chair of the Nominating and Corporate Governance Committee during such period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.