

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2009		J <sup>(1)</sup>	86,021 D	\$ 0 0	I	See Footnote (2)
Common Stock	02/26/2009		J <sup>(1)</sup>	141,857 D	\$ 0 0	I	See Footnote (3)
Common Stock	02/26/2009		J <sup>(1)</sup>	125,245 D	\$ 0 0	I	See Footnote (4)
Common Stock	02/26/2009		J <sup>(5)</sup>	297 A	\$ 0 243,273	D	

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Common Stock	02/26/2009	S	330	D	\$ 26.09	20,322	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	11	D	\$ 26.06	20,311	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	45	D	\$ 26.05	20,266	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	48	D	\$ 26.03	20,218	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	259	D	\$ 26.02	19,959	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	95	D	\$ 26.01	19,864	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	875	D	\$ 26	18,989	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	236	D	\$ 25.89	18,753	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	48	D	\$ 25.88	18,705	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	95	D	\$ 25.87	18,610	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	109	D	\$ 25.86	18,501	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	1,058	D	\$ 25.85	17,443	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	142	D	\$ 25.84	17,301	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	95	D	\$ 25.83	17,206	I	See Footnote <u>(6)</u>
Common Stock	02/26/2009	S	48	D	\$ 25.82	17,158	I	See Footnote

Common Stock	02/26/2009		S	377	D	\$ 25.81	16,781	I	(6) See Footnote (6)
Common Stock	02/26/2009		S	2,351	D	\$ 25.8	14,430	I	See Footnote (6)

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 (Instr. 3 and 4)
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## 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  
 Date: 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) Pro rata distribution of shares of common stock to limited partners.

(2) By Sanderling V Biomedical Co-Investment Fund L.P. 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 Biomedical Co-Investment Fund L.P and has voting and investment power over the shares held by Sanderling V Biomedical Co-Investment Fund L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) By Sanderling Venture Partners V Co-Investment Fund, L.P. 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 Venture Partners V Co-Investment Fund, L.P and has voting and investment power over the shares held by Sanderling Venture Partners V Co-Investment Fund, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(4) By Sanderling Venture Partners VI Co-Investment Fund, L.P. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil, Mills & Associates VI, LLC the sole general partner of Sanderling Venture Partners VI Co-Investment Fund, L.P and has voting and investment power over the shares held by Sanderling Venture Partners VI Co-Investment Fund, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(5) Fred Middleton, a member of the Issuer's board of directors, received a distribution of shares of common stock as a limited partner of the following entities: Sanderling V Biomedical Co-Investment Fund L.P.; Sanderling Venture Partners V Co-Investment Fund, L.P.; and Sanderling Venture Partners VI Co-Investment Fund, L.P..

(6) 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.

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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