

Rubin Robert Joseph  
 Form 4  
 May 29, 2009

**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 \*  
 Rubin Robert Joseph

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)  
 05/08/2009

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)
Common Stock	05/08/2009		A	4,527 A \$ 0	30,345	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. F...
Stock Option (right to buy)	\$ 17.67	05/08/2009		A	8,489	(1) 05/08/2019	Common Stock 8,489	\$ 5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubin Robert Joseph 227 WASHINGTON STREET, #300 CONSHOHOCKEN, PA 19428	X			

## Signatures

/s/ Catherine A. Petko, by power of attorney  
Date: 05/29/2009

\*\*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) Twenty-five percent (25%) of the shares subject to the option shall vest in four equal quarterly installments commencing on June 30, 2009.

(2) The reporting person received an option with respect to 8,489 shares of CardioNet, Inc. (the "Company") common stock pursuant to the CardioNet, Inc. 2008 Equity Incentive Plan (the "Plan") in lieu of payment to the reporting person of an annual retainer fee of \$50,000 for serving as a member of the Board of Directors. As provided in the Plan, the option covers a number of shares of the Company's common stock equal to 300% of the amount of the retainer divided by the closing price of the Company's common stock on May 8, 2009 (the grant date), at an exercise price per share equal to the closing price of the Company's common stock on the grant date.

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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