

CARDIONET INC  
Form 4  
August 08, 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 \*  
MIDDLETON FRED A

(Last) (First) (Middle)

400 SOUTH EL CAMINO  
REAL, SUITE 1200

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/06/2008

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/06/2008		S	206,668 D \$ 26.5	318,705	D <sup>(1)</sup>	
Common Stock	08/06/2008		S	20,604 D \$ 26.5	31,773	I	See Footnote <sup>(2)</sup>
Common Stock	08/06/2008		S	85,818 D \$ 26.5	132,340	I	See Footnote <sup>(3)</sup>
Common Stock	08/06/2008		S	23,154 D \$ 26.5	35,706	I	See Footnote <sup>(4)</sup>

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Common Stock	08/06/2008	S	141,521	D	\$ 26.5	218,242	I	See Footnote (5)
Common Stock	08/06/2008	S	124,948	D	\$ 26.5	192,685	I	See Footnote (6)
Common Stock	08/06/2008	S	1,469	D	\$ 26.5	4,390	I	See Footnote (7)
Common Stock	08/06/2008	S	974	D	\$ 26.5	2,370	I	See Footnote (8)
Common Stock	08/06/2008	S	2,420	D	\$ 26.5	3,733	I	See Footnote (9)
Common Stock	08/06/2008	S	2,868	D	\$ 26.5	4,422	I	See Footnote (10)

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

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(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 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 Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

MIDDLETON FRED A  
 400 SOUTH EL CAMINO REAL X X  
 SUITE 1200  
 SAN MATEO, CA 94402

## Signatures

/s/ Doreen Roberts, Corporate Secretary, by power of attorney

08/08/2008

\*\*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 Venture Partners IV, L.P. Fred Middleton, a member of the Issuer's board of directors is a general partner of Middleton-McNeil Associates IV, L.P. the sole general partner of Sanderling Venture Partners IV, L.P. and has voting and investment power over the shares held by Sanderling Venture Partners IV, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
  - (2) 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.
  - (3) 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.
  - (4) 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 sole 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.
  - (5) 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.
  - (6) 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.
  - (7) By Sanderling Ventures Management V. Fred Middleton, a member of the Issuer's board of directors is an owner of Sanderling Ventures Management V and has voting and investment power over the shares held by Sanderling Ventures Management V. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
  - (8) By Sanderling Ventures Management VI. Fred Middleton, a member of the Issuer's board of directors is an owner of Sanderling Ventures Management VI and has voting and investment power over the shares held by Sanderling Ventures Management VI. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
  - (9) By Sanderling VI Beteiligungs GmbH & Co KG. 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 VI Beteiligungs GmbH & Co KG and has voting and investment power over the shares held by Sanderling VI Beteiligungs GmbH & Co KG. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
  - (10) By Sanderling VI Limited Partnership. Fred Middleton, a member of the Issuer's board of directors is a general partner of Middleton, McNeil, Mills & Associates VI, LLC the sole general partner of Sanderling VI Limited Partnership and has voting and investment power over the shares held by Sanderling VI 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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