

CARDIONET INC  
Form 3  
September 04, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement<br>(Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Last)                                    | (First) | (Middle) | 07/18/2008   | CARDIONET INC [BEAT]   |   |
| 227 WASHINGTON STREET,<br>#300            |         |          |  | 4. Relationship of Reporting Person(s) to Issuer   |   |
| (Street)                                  |         |          |  | (Check all applicable)   |   |
| CONSHOHOCKEN, PA 19428                    |         |          |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Senior Vice Pres./Clinical Op. | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |  |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 100,050  | D   | ^  |

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of   |  |  |  |

|                             |       |            |              | Shares |         | (I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|--------------|--------|---------|-------------------|---|
| Stock Option (right to buy) | Â (1) | 09/23/2012 | Common Stock | 50,000 | \$ 0.7  | D                 | Â |
| Stock Option (right to buy) | Â (2) | 07/27/2015 | Common Stock | 37,500 | \$ 1.5  | D                 | Â |
| Stock Option (right to buy) | Â (3) | 10/05/2016 | Common Stock | 12,500 | \$ 1.62 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| McNamara Anna<br>227 WASHINGTON STREET, #300<br>CONSHOHOCKEN, PA 19428 | Â             | Â         | Â Senior Vice Pres./Clinical Op. | Â     |

## Signatures

/s/ Anna  
McNamara

08/31/2008

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 100% of the shares are vested.

25% of the shares subject to the option vested on 7/28/06 and 1/48th of the shares subject to the option vest monthly thereafter over the next three years, for so long as the Optionholder continues to be employed by the Issuer. The option may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.

25% of the shares subject to the option vested on 10/6/07 and 1/48th of the shares subject to the option vested monthly thereafter over the next three years, for so long as the Optionholder continues to be employed by the Issuer. The option may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.

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.