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Form 4												
February 23, 2	4 UNITE	2 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed I s. Filed I s. Section I	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							Estimated a burden hou response			
(Print or Type R	esponses)											
			Symbol	2. Issuer Name and Ticker or Trading Symbol CardioNet, Inc. [BEAT]					5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction (Month/Day/Year) 02/21/2012						(Check all applicable) <u>X</u> Officer (give title 10% Owner (X_ Officer (give title 0 ther (specify below) Senior Vice Pres/Clinical Op.			
	(Street) 4. If Amendm Filed(Month/E				dment, Date Original n/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CONSHOHO	OCKEN, PA	19428								Aore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-	Der	ivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transac Code (Instr. 8 Code	((() (4. Securiti (A) or Dis (D) (Instr. 3, 4 Amount	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	02/21/2012			А	2	28,693	А	\$0	84,381	D		

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.

 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. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 2.8	02/21/2012		А	47,037	(2)	02/21/2022	Common Stock	47,037	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McNamara Anna 227 WASHINGTON STREET, #300 CONSHOHOCKEN, PA 19428			Senior Vice Pres/Clinical Op.				
Signatures							
/s/ Nicole E. Bigham, by power of attorney		02/23/2012					
**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).

Represents shares of the Issuer's common stock underlying restricted stock units (RSUs) awarded to the Reporting Person. The RSUs will
 (1) vest in full on the third anniversary of the grant date, subject to accelerated vesting upon certain terminations of employment following certain corporate transactions involving the Issuer. The shares of common stock underlying the RSUs will be issued when the RSUs vest.

(2) The shares shall vest at the rate of 25% on December 31 and on each of the first, second, and third anniversaries of the Vesting Commencement Date, provided that the Optionholder remains in Continuous Service through the applicable vesting date.

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.

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