

Gropper Charles
Form 3
June 16, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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
Â Gropper Charles
(Last) (First) (Middle) 05/06/2010

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

227 WASHINGTON STREET,
#300

(Check all applicable)

(Street)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Senior Vice President

CONSHOHOCKEN,Â PAÂ 19428

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock (3)

21,740

D Â

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
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

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				Shares		(I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	01/24/2018	Common Stock	36,000	\$ 10.1	D	Â
Stock Option (right to buy)	12/15/2009	03/04/2019	Common Stock	2,900	\$ 23.58	D	Â
Stock Option (right to buy)	Â (2)	08/12/2019	Common Stock	10,000	\$ 6.95	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gropper Charles 227 WASHINGTON STREET, #300 CONSHOHOCKEN, PA 19428	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Catherine A. Petko, by power of attorney

06/16/2010

__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) Twenty-five percent (25%) of the shares subject to the option vested on January 14, 2009. Thereafter, 1/48th of the shares subject to the option vest in equal monthly installments commencing February 14, 2009 and ending January 14, 2012.

(2) Twenty-five percent (25%) of the shares subject to the option shall vest in four equal annual installments commencing on August 12, 2010.

(3) Represents shares of the Issuer's common stock underlying restricted stock units (RSUs) awarded to the Reporting Person. 1,740 of the RSUs will vest in full on March 4, 2012, subject to accelerated vesting upon certain terminations of employment following certain corporate transactions involving the Issuer. 20,000 of the RSUs will vest in full on October 23, 2012, 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.

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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