AHRENS RONALD A

Form 4 May 29, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number:

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * AHRENS RONALD A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CARDIONET INC [BEAT]

(Month/Day/Year)

(Check all applicable)

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director 10% Owner

227 WASHINGTON STREET, #300

05/08/2009

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

CONSHOHOCKEN, PA 19428

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

(Instr. 3)

05/08/2009

4,527 A \$0 13,308 A

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	4. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities (Month/Day/Y) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 C S (1
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to	\$ 17.67	05/08/2009	A	11,036	(1)	05/08/2019	Common Stock	11,036	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
8	Director	10% Owner	Officer	Other		
AHRENS RONALD A 227 WASHINGTON STREET, #300 CONSHOHOCKEN, PA 19428	X					

Signatures

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

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.

The reporting person received an option pursuant to the CardioNet, Inc. 2008 Equity Incentive Plan (the "Plan") with respect to: 8,489 shares of common stock in lieu of payment of an annual retainer fee of \$50,000 for serving as a member of the Board of Directors; 1,698 shares of common stock in lieu of payment of an annual retainer fee of \$10,000 for serving as the Chairperson of the Compensation

Committee of the Board of Directors; and 849 shares of common stock in lieu of payment of an annual retainer fee of \$5,000 for serving as a member of the Nominating and Corporate Governance Committee of the Board of Directors. As provided in the Plan, each option covers a number of shares of the common stock equal to 300% of the amount of the retainer divided by the closing price of the 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. 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.

Reporting Owners 2