

CARDIONET INC  
Form 4  
August 08, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Sanderling Venture Partners IV, L.P.

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4) |         |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |         |   |                  |
| Common Stock                    | 08/06/2008                           |  | S                              |   | 22,929  | D  | \$ 26.5                           | 35,360  | I | See Footnote (1) |
| Common Stock                    | 08/06/2008                           |  | S                              |   | 12,230  | D  | \$ 26.5                           | 49,952  | I | See Footnote (2) |
| Common Stock                    | 08/06/2008                           |  | S                              |   | 80,627  | D  | \$ 26.5                           | 124,335 | I | See Footnote (3) |
| Common Stock                    | 08/06/2008                           |  | S                              |   | 64,434  | D  | \$ 26.5                           | 99,364  | I | See Footnote     |

|              |            |  |   |         |   |         |         |   |                         |
|--------------|------------|--|---|---------|---|---------|---------|---|-------------------------|
| Common Stock | 08/06/2008 |  | S | 80,455  | D | \$ 26.5 | 124,069 | I | (4)<br>See Footnote (5) |
| Common Stock | 08/06/2008 |  | S | 128,881 | D | \$ 26.5 | 198,749 | I | See Footnote (6)        |

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

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SEC 1474  
(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 Beneficially Owned Following Report 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 |
| Sanderling Venture Partners IV, L.P.<br>400 SOUTH EL CAMINO REAL<br>SUITE 1200<br>SAN MATEO, CA 94402 |               | X         |         |       |
| Sanderling Ventures Management IV<br>400 SOUTH EL CAMINO REAL<br>SUITE 1200<br>SAN MATEO, CA 94402    |               | X         |         |       |
| Sanderling (Feri Trust) Venture Partners IV, L.P.<br>400 SOUTH EL CAMINO REAL<br>SUITE 1200           |               | X         |         |       |

SAN MATEO, CA 94402

Sanderling IV Limited Partnership  
400 SOUTH EL CAMINO REAL  
SUITE 1200  
SAN MATEO, CA 94402

X

SANDERLING IV BIOMEDICAL CO INVESTMENT FUND L P  
400 SOUTH EL CAMINO REAL  
SUITE 1200  
SAN MATEO, CA 94402

X

SANDERLING IV BIOMEDICAL L P  
400 SOUTH EL CAMINO REAL  
SUITE 1200  
SAN MATEO, CA 94402

X

SANDERLING VENTURE PARTNERS IV CO INVESTMENT FUND LP  
400 SOUTH EL CAMINO REAL  
SUITE 1200  
SAN MATEO, CA 94402

X

## Signatures

See Ex. 99.1

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 [Feri Trust] Venture Partners IV, L.P. Fred Middleton, a member of the Issuer's board of directors is a general partner of Middleton-McNeil Investment Partners IV, L.P. the sole general partner of Sanderling [Feri Trust] Venture Partners IV, L.P. and has voting and investment power over the shares held by Sanderling [Feri Trust] 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 Ventures Management IV. Fred Middleton, a member of the Issuer's board of directors is an owner of Sanderling Ventures Management IV and has voting and investment power over the shares held by Sanderling Ventures Management IV. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) By Sanderling IV Limited Partnership. 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 IV Limited Partnership and has voting and investment power over the shares held by Sanderling IV Limited Partnership. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(4) By Sanderling Venture Partners IV 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 IV, LLC the sole general partner of Sanderling Venture Partners IV Co-Investment Fund, L.P. and has voting and investment power over the shares held by Sanderling Venture Partners IV Co-Investment Fund, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(5) By Sanderling IV Biomedical, L.P. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates IV, LLC the sole general partner of Sanderling IV Biomedical, L.P. and has voting and investment power over the shares held by Sanderling IV Biomedical, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(6) By Sanderling IV 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 IV, LLC the sole general partner of Sanderling IV Biomedical Co-Investment Fund, L.P. and has voting and investment power over the shares held by Sanderling IV Biomedical Co-Investment Fund, L.P. 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.

## Edgar Filing: CARDIONET INC - Form 4

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