

Northstar Neuroscience, Inc.  
Form 4  
January 09, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BARCLAYS PLC**

2. Issuer Name and Ticker or Trading Symbol  
**Northstar Neuroscience, Inc. [NSTR]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
**1 CHURCHILL PLACE**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/05/2009**

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

**LONDON, X0 E14 5HP**  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Indirect Ownership (Instr. 4)			
			Code	V	Amount		Price			
Common Stock, \$0.001 par value	01/05/2009		S		7,900	D	\$ 1.25	4,441,558	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009		S		800	D	\$ 1.26	4,440,758	I	Securities are held by Barclays Capital Inc., a

Common Stock, \$0.001 par value	01/05/2009	S	3,400	D	\$ 1.6	4,437,358	I	subsidiary of Barclays PLC Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	11,100	D	\$ 1.65	4,426,258	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	13,900	D	\$ 1.74	4,412,358	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	233,600	D	\$ 1.75	4,178,758	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	176,900	D	\$ 1.76	4,001,858	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	20,700	D	\$ 1.77	3,981,158	I	Securities are held by Barclays Capital

Common Stock, \$0.001 par value	01/05/2009	S	9,400	D	\$ 1.79	3,971,758	I	Inc., a subsidiary of Barclays PLC Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	300	D	\$ 1.8	3,971,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/05/2009	S	4,300	D	\$ 1.82	3,967,158	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/06/2009	S	700	D	\$ 1.76	3,966,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/06/2009	S	12,300	D	\$ 1.77	3,954,158	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par	01/06/2009	S	600	D	\$ 1.79	3,953,558	I	Securities are held by Barclays

value								Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/06/2009	S	2,600	D	\$ 1.8	3,950,958	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/06/2009	S	1,500	D	\$ 1.81	3,949,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/07/2009	S	104,764	D	\$ 1.8	3,844,694	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	01/07/2009	S	2,200	D	\$ 1.81	3,842,494	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC

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.**

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**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. 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAYS PLC 1 CHURCHILL PLACE LONDON, X0 E14 5HP		X		

## Signatures

Eleanor Crossley 01/09/2009

\_\_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).

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.