

PRYSTOWSKY ERIC N
Form 3
March 18, 2008

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	3. Issuer Name and Ticker or Trading Symbol	
Â PRYSTOWSKY ERIC N		(Month/Day/Year)	CARDIONET INC [BEAT]	
(Last)	(First)	(Middle)	03/18/2008	
958 LAURELWOOD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CARMEL,Â INÂ 46032			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

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	44,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)	04/19/2017	Common Stock	8,750	\$ 6.1	D	Â
Stock Option (right to buy)	Â (1)	04/19/2017	Common Stock	1,250	\$ 6.1	D	Â
Stock Option (right to buy)	Â (2)	09/24/2017	Common Stock	15,000	\$ 7.2	D	Â
Stock Option (right to buy)	Â (1)	09/24/2017	Common Stock	1,250	\$ 7.2	D	Â
Stock Option (right to buy)	Â (1)	11/16/2017	Common Stock	1,250	\$ 9.5	D	Â
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	11,211	\$ (3)	D	Â
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	20,408	\$ (3)	I	See footnotes (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRYSTOWSKY ERIC N 958 LAURELWOOD CARMEL, IN 46032	Â X	Â	Â	Â

Signatures

/s/ Eric N.
Prystowsky, M.D. 03/17/2008

**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) 100% vested as of date of grant.

(2) 33 1/3 % of the shares subject to the option shall vest on the first anniversary of the vesting start date of 9/24/2007; 1/24th shall vest on each monthly anniversary thereafter. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.

(3) Series B Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every two shares of Series B Preferred Stock, for no additional consideration.

(4) By Raymond James and Associates, Inc. as Custodian f/b/o Eric N. Prystowsky

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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