

CardioNet, Inc.
Form 4
July 30, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUBIN ROBERT J.

(Last) (First) (Middle)

227 WASHINGTON STREET, #300

(Street)

CONSHOHOCKEN, PA 19428

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CardioNet, Inc. [BEAT]

3. Date of Earliest Transaction
(Month/Day/Year)

07/26/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	07/26/2013		A	Amount ⁽²⁾ 19,547	(A) or (D) Price \$ 0	158,699 ⁽³⁾	D

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
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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)

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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
				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

RUBIN ROBERT J.
227 WASHINGTON STREET, #300
CONSHOHOCKEN, PA 19428

X

Signatures

/s/ Nicole Bigham, by power of
attorney

07/30/2013

__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) Represents shares of the Issuer's common stock underlying restricted stock units (RSUs) awarded to the Reporting Person. The RSUs will vest as follows: 25% shall vest immediately and the remaining 75% shall vest proportionally over the three (3) successive quarters following the award date. In the event of the occurrence of the Reporting Person's death, Disability (within the meaning of such term under section 409A(a)(2)(C) of the Internal Revenue Code of 1986, as amended (the "Code")), "separation from service" (within the meaning of such term under Code section 409A(a)(2)(A)(i)) or a 409A Change in Control Event (as defined in the award agreement) prior to the full vesting date, all outstanding RSUs shall be fully vested. The shares of common stock underlying the RSUs will be issued when the RSUs vest.

(2) Includes shares of the Issuer's common stock underlying RSUs awarded to the Reporting Person with respect to 13,746 shares of the Issuer's common stock relating to the annual RSU award equal to \$80,000; 4,296 shares of the Issuer's common stock subject to the RSU in lieu of payment of \$25,000 of an aggregate \$50,000 annual retainer fee for serving as a member of the Board of Directors, 860 shares in lieu of payment of \$5,000 of an aggregate \$10,000 retainer fee for serving as Chairman of the Nominating and Governance Committee, and 645 shares in lieu of payment of \$3,750 of an aggregate \$7,500 retainer fee for serving as a member of the Audit Committee.

(3) Includes 19,547 shares of the Issuer's common stock subject to the reported RSU award.

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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