

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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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

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

(Street)

LONDON, X0 E14 5HP

(City) (State) (Zip)

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

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

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)
X 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | 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.

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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 Follow Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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.