

Northstar Neuroscience, Inc.

Form 5

January 09, 2009

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
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response... 1.0

1. Name and Address of Reporting Person *

BARCLAYS PLC

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON,Â X0Â E14 5HP

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Northstar Neuroscience, Inc. [NSTR]

3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year)

12/31/2008

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|---|---|---|
| Common Stock, \$0.001 par value | 11/03/2008 | Â | S4 | 100 D \$ 1.32 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, | 11/04/2008 | Â | S4 | 200 D \$ 1.24 | 4,449,458 | I | Securities are held by |

| | | | | | | | | | |
|---------------------------------|------------|---|----|-------|---|----------|-----------|---|--|
| \$0.001 par value | | | | | | | | | Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 350 | D | \$ 1.25 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 2,050 | D | \$ 1.26 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 200 | D | \$ 1.269 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 500 | D | \$ 1.27 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 100 | D | \$ 1.29 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common | 11/04/2008 | Â | S4 | 300 | D | \$ 1.3 | 4,449,458 | I | Securities |

| | | | | | | | | | |
|--|------------|---|----|--------|---|---------|-----------|---|---|
| Stock, \$0.001 par value | | | | | | | | | are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 800 | D | \$ 1.31 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/04/2008 | Â | S4 | 5,159 | D | \$ 1.32 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/05/2008 | Â | S4 | 75,393 | D | \$ 1.3 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/05/2008 | Â | S4 | 10,700 | D | \$ 1.31 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/05/2008 | Â | S4 | 41,300 | D | \$ 1.32 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |

| | | | | | | | | | |
|--|------------|---|----|-------|---|---------|-----------|---|---|
| Common Stock, \$0.001 par value | 11/06/2008 | Â | S4 | 100 | D | \$ 1.3 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/11/2008 | Â | S4 | 4,700 | D | \$ 1.25 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/11/2008 | Â | S4 | 400 | D | \$ 1.27 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/12/2008 | Â | S4 | 400 | D | \$ 1.21 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/12/2008 | Â | S4 | 1,100 | D | \$ 1.22 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary o |
| Common Stock, \$0.001 par value | 11/12/2008 | Â | S4 | 2,800 | D | \$ 1.23 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |

| | | | | | | | | | |
|--|------------|---|----|--------|---|---------|-----------|---|---|
| Common Stock, \$0.001 par value | 11/12/2008 | Â | S4 | 2,900 | D | \$ 1.24 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/12/2008 | Â | S4 | 13,500 | D | \$ 1.25 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/12/2008 | Â | S4 | 200 | D | \$ 1.26 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/13/2008 | Â | S4 | 1,300 | D | \$ 1.23 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/13/2008 | Â | S4 | 800 | D | \$ 1.24 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |
| Common Stock, \$0.001 par value | 11/13/2008 | Â | S4 | 4,892 | D | \$ 1.25 | 4,449,458 | I | Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC |

Common
Stock,
\$0.001 par
value

11/17/2008 Â S4 1,300 D \$ 1.25 4,449,458 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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SEC 2270
(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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARCLAYS PLC 1 CHURCHILL PLACE LONDON, Â X0Â E14 5HP | Â | Â X | Â | Â |

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 provided 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.