

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: 3235-0362
Expires: January 31,
2005
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1. Name and Address of Reporting Person *
BARCLAYS PLC

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

LONDON,Â X0Â E14 5HP

__X__ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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	10/20/2008	Â	S4	3,450 D \$ 1.4	4,449,458 I		Securities are held by Barclays Capital Inc, a subsidiary of Barclays PLC
Common Stock,	10/21/2008	Â	S4	5,400 D \$ 1.4	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	10/22/2008	Â	S4	500	D	\$ 1.39	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/22/2008	Â	S4	5,400	D	\$ 1.41	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/22/2008	Â	S4	1,000	D	\$ 1.42	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/23/2008	Â	S4	1,000	D	\$ 1.33	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/23/2008	Â	S4	100	D	\$ 1.34	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common	10/23/2008	Â	S4	300	D	\$	4,449,458	I	Securities

Stock, \$0.001 par value						1.35			are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/23/2008	Â	S4	2,200	D	\$ 1.36	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/23/2008	Â	S4	100	D	\$ 1.38	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/23/2008	Â	S4	100	D	\$ 1.39	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/23/2008	Â	S4	1,800	D	\$ 1.4	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/24/2008	Â	S4	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	10/24/2008	Â	S4	4,900	D	\$ 1.33	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/24/2008	Â	S4	1,300	D	\$ 1.34	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/24/2008	Â	S4	6,500	D	\$ 1.35	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/24/2008	Â	S4	600	D	\$ 1.36	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/24/2008	Â	S4	900	D	\$ 1.37	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/24/2008	Â	S4	500	D	\$ 1.38	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC

Common Stock, \$0.001 par value	10/24/2008	Â	S4	1,800	D	\$ 1.39	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/27/2008	Â	S4	400	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	10/27/2008	Â	S4	100	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	10/27/2008	Â	S4	400	D	\$ 1.35	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/27/2008	Â	S4	100	D	\$ 1.36	4,449,458	I	Securities are held by Barclays Capital Inc., a subsidiary of Barclays PLC
Common Stock, \$0.001 par value	10/30/2008	Â	S4	200	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	10/30/2008	Â	S4	600	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	10/30/2008	Â	S4	344	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	10/30/2008	Â	S4	3,200	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	11/03/2008	Â	S4	26,192	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	11/03/2008	Â	S4	308	D	\$ 1.31	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)

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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. Price of Derivative Security (Instr. 5)
					(A) (D)	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	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).

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