

Northstar Neuroscience, Inc.
 Form 5
 January 09, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
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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

1. Name and Address of Reporting Person *
BARCLAYS PLC

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1 CHURCHILL PLACE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

LONDON, X0 E14 5HP

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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 | ^ | 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 | ^ | S4 | 5,400 D | \$ 1.4 4,449,458 | I | Securities are held by |

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| | | | | | | | | | |
|---------------------------------|------------|---|----|-------|---|---------|-----------|---|--|
| \$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 |

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| | | | | | | | | | | |
|--|------------|---|----|-------|---|------------|-----------|---|--|---|
| 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 |

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|---------------------------------|------------|---|----|-------|---|---------|-----------|---|--|
| 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 |

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|---------------------------------|------------|---|----|-------|---|---------|-----------|---|--|
| 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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(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 Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 Date
 Reporting Person

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.