Northstar Neuroscience, Inc.
Form 5
January 09, 2009

FORM 5

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

OMB APPROVAL

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

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)

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
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
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, $0.001 par value	11/04/2008	Â	S4	200	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	11/04/2008	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 Stock, $0.001 par value	11/04/2008	Â	S4	300	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	11/04/2008	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	11/12/2008	Â	S4	2,800	D	$ 1.23	4,449,458	I	Securities are held by Barclays

par value									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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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. Pric Deriva Securi (Instr.
					(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,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).

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