

Byers Carl B.
Form 4/A
May 08, 2008

FORM 4

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

OMB APPROVAL

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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).

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 *
Byers Carl B.

2. Issuer Name and Ticker or Trading Symbol
ATHENAHEALTH INC [ATHN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ATHENAHEALTH, INC., 311 ARSENAL STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, CFO and Treasurer

WATERTOWN, MA 02472
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
05/07/2008

6. Individual or Joint/Group Filing (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/06/2008 | | S | 100 ⁽¹⁾ D \$ 26.96 | 318,100 ⁽²⁾ | D | |
| Common Stock | 05/06/2008 | | S | 100 ⁽¹⁾ D \$ 27.2 | 318,000 ⁽²⁾ | D | |
| Common Stock | 05/06/2008 | | S | 100 ⁽¹⁾ D \$ 26.99 | 317,900 ⁽²⁾ | D | |
| Common Stock | 05/06/2008 | | S | 100 ⁽¹⁾ D \$ 27.05 | 317,800 ⁽²⁾ | D | |
| Common Stock | 05/06/2008 | | S | 100 ⁽¹⁾ D \$ 27.08 | 317,700 ⁽²⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|----------------|---|----------|--------------------|---|
| Common Stock | 05/06/2008 | S | 100 <u>(1)</u> | D | \$ 27.06 | 317,600 <u>(2)</u> | D |
| Common Stock | 05/06/2008 | S | 100 <u>(1)</u> | D | \$ 27.07 | 317,500 <u>(2)</u> | D |
| Common Stock | 05/06/2008 | S | 200 <u>(1)</u> | D | \$ 27.1 | 317,300 <u>(2)</u> | D |
| Common Stock | 05/06/2008 | S | 100 <u>(1)</u> | D | \$ 27.16 | 317,200 <u>(2)</u> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Byers Carl B. C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472 | | | Senior VP, CFO and Treasurer | |

Signatures

/s/ Christopher E. Nolin
Attorney-in-Fact

05/08/2008

__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).
- (1) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on January 8, 2008 in accordance with SEC Rule 10b5-1.

- The original Form 4 filed with the Securities and Exchange Commission (the "SEC") on May 7, 2008 (the "May 7 Form 4") is being amended to correct errors in Table I, Column 5. The May 7 Form 4 assumed that the Reporting Person beneficially owned 319,200 shares of Common Stock prior to any of the May 6, 2008 transactions reported on the May 7 Form 4. The corrections on this amendment reflect the fact that the Reporting Person actually owned 318,200 shares of Common Stock prior to any of the the May 6, 2008 transactions reported on the May 7 Form 4 and again herein.
- (2)

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.