

ATHENAHEALTH INC

Form 4

August 13, 2008

FORM 4

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

OMB APPROVAL

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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 *
Park Todd Y.

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311
ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2008

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 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/12/2008		M		55,000	A	\$ 0.62
Common Stock	08/12/2008		M		16,250	A	\$ 0.62
Common Stock	08/12/2008		S		71,250	D	\$ 32.9452 (1)
Common Stock	08/13/2008		M		33,750	A	\$ 0.62
Common Stock	08/13/2008		M		50,000	A	\$ 0.62

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Common Stock	08/13/2008	M	7,500	A	\$ 3.5	998,600	D
Common Stock	08/13/2008	M	15,000	A	\$ 5.26	1,013,600	D
Common Stock	08/13/2008	M	8,750	A	\$ 7.39	1,022,350	D
Common Stock	08/13/2008	S	113,100	D	\$ 32.7999 (2)	909,250	D
Common Stock	08/13/2008	S	1,900	D	\$ 32.1753 (3)	907,350	D

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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.62	08/12/2008		M	55,000	03/18/2001	03/18/2011	Common Stock	55,000
Stock Option (Right to Buy)	\$ 0.62	08/12/2008		M	16,250	08/01/2003	08/01/2013	Common Stock	16,250
Stock Option (Right to Buy)	\$ 0.62	08/13/2008		M	33,750	08/01/2003	08/01/2013	Common Stock	33,750
Stock Option	\$ 0.62	08/13/2008		M	50,000	02/06/2004	02/06/2014	Common Stock	50,000

(Right to Buy)

Stock Option (Right to Buy)	\$ 3.5	08/13/2008	M	7,500	04/27/2005	04/27/2015	Common Stock	7,500
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Stock Option (Right to Buy)	\$ 5.26	08/13/2008	M	15,000	02/28/2006	02/28/2016	Common Stock	15,000
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Stock Option (Right to Buy)	\$ 7.39	08/13/2008	M	8,750	03/15/2007	03/15/2017	Common Stock	8,750
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Park Todd Y. C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	X			

Signatures

/s/ Daniel H. Orenstein
Attorney-in-Fact

08/13/2008

**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) This price represents the weighted average of sales ranging from \$32.32 to \$33.20. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.
 - (2) This price represents the weighted average of sales ranging from \$32.295 to \$33.29. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.
 - (3) This price represents the weighted average of sales ranging from \$32.07 to \$32.28. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.

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.