ATHENAHEALTH INC

Form 4 March 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

Park Ed Symbol			2. Issuer Name and Ticker or Trading Symbol ATHENAHEALTH INC [ATHN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O ATHENAHEALTH, INC., 311 ARSENAL STREET			03/01/2015	X Officer (give title Other (specified below) EVP and COO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WATERTOWN, MA 02472			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	^(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/01/2015		M	1,905 (1)	A	<u>(2)</u>	45,874	D	
Common Stock	03/01/2015		F	2,439 (3)	D	\$ 127.07	43,435	D	
Common Stock	03/01/2015		F	1,662 (3)	D	\$ 127.07	41,773	D	
Common Stock	03/01/2015		F	897 (3)	D	\$ 127.07	40,876	D	

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

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SEC 1474 (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)	Transaction Derivative Code Securities		ative Expiration Date s (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	(2)	03/01/2015		M		1,905	<u>(4)</u>	03/01/2018	Common Stock	1,905

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Park Ed

C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472

EVP and COO

Signatures

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

03/03/2015

**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) These shares represent vesting of performance stock units awarded to the Reporting Person on March 3, 2014.
- (2) Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of performance stock units or restricted stock units. These transactions are considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- (4) The performance stock units vest in four equal annual installments beginning on March 1, 2015, subject to achievement of certain performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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