ATHENAHEALTH INC Form 3 January 04, 2008 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB approval

INITIAL STATEMENT OF 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 <u>*</u> Brown Nancy G.			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol ATHENAHEALTH INC [ATHN]					
(Last)	(First)	(Middle)	01/01/2008	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)		
311 ARSEN	AL STRE	ET					· · ·		
(Street)				(Check all applicable)			6. Individual or Joint/Group		
WATERTO MA, MAÂ	· ·			Director X Officer (give title below SVP, Busir	Other	ow)	Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - N	Non-Derivati	ive Securiti	es Be	neficially Owned		
1.Title of Secur (Instr. 4)	ity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	1		
Common Sto	ock		190,000 <u>(1</u>	<u>)</u>	D	Â			
Reminder: Repo	-		ach class of securities benefic	ially SI	EC 1473 (7-02	2)			
	inforn requi	nation conta red to respo	pond to the collection of ained in this form are not and unless the form displ MB control number.						

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and A Securities Un Derivative Se	derlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Dete Energiashie En	Expiration Date	Title	Amount or Number of	Derivative	Security:	
					Security	Direct (D)	
	Da					or Indirect	

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January 31,

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	03/15/2007(2)	03/15/2017	Common Stock	7,500	\$ 7.39	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Brown Nancy G. 311 ARSENAL STREET WATERTOWN, MA, MA 02472	Â	Â	SVP, Business Development	Â		
Signatures						
/s/ Christopher E. Nolin Attorney-in-Fact	0	1/04/2008				
**Signature of Reporting Person		Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 142,000 shares are fully vested, the remainder shall vest on September 13, 2008 and are subject to buy back by the Company if employment terminates before September 13, 2008
- (2) $\frac{100\%}{\text{date of }01/01/2007}$ until fully vested on the fourth anniversary.

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.