King-Shaw Ruben Jose JR Form 4 May 05, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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)

1. Name and Address of Reporting Person \* King-Shaw Ruben Jose JR

2. Issuer Name and Ticker or Trading Symbol

ATHENAHEALTH INC [ATHN]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2008

X\_ Director Officer (give title

10% Owner Other (specify

C/O ATHENAHEALTH, INC., 311 ARSENAL STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WATERTOWN, MA 02472

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

## Edgar Filing: King-Shaw Ruben Jose JR - Form 4

| (Instr. 3)                  | Price of<br>Derivative<br>Security | (Month/Day/Y | ear) (Ins  | tr. 8)    | Acquired or Dispos (D) (Instr. 3, 4 and 5) | ed of |                  |                    |                 |                                    |
|-----------------------------|------------------------------------|--------------|------------|-----------|--------------------------------------------|-------|------------------|--------------------|-----------------|------------------------------------|
|                             |                                    |              | Cod        | le V      | (A)                                        | (D)   | Date Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Stock Option (Right to Buy) | \$ 26.74                           | 05/01/2008   | A <u>(</u> | <u>.)</u> | 60,000                                     |       | 04/30/2009(2)    | 05/01/2018         | Common<br>Stock | 60,000                             |

# **Reporting Owners**

| Reporting Owner Name / Address                                                                 | Relationships |           |         |       |  |  |  |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 8                                                                                            | Director      | 10% Owner | Officer | Other |  |  |  |
| King-Shaw Ruben Jose JR<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL STREET<br>WATERTOWN, MA 02472 | X             |           |         |       |  |  |  |

# **Signatures**

/s/ Christopher E. Nolin Attorney-in-Fact 05/05/2008

\*\*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) These stock options were granted pursuant to Issuer's 2007 Stock Option and Incentive Plan and exempt from Section 16 under Rule 16b-3.
- (2) Subject to Reporting Person's continued directorship with Issuer, the options vest and become exercisable in four equal annual installments beginning on April 30, 2009 until fully vested and exercisable on April 30, 2012.

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.

Reporting Owners 2