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ATHENAH Form 4 May 22, 200	EALTH INC										
FORM	ΠΛ			CILL			OMB AF	PPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287			
	Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP						Expires:	January 31, 2005			
subject t Section Form 4 o Form 5	o 16. pr	SECUI	RITIES				Estimated a burden hou response				
Form 5 obligations may continue. 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											
See Instr 1(b).		n) of the Investment	t Compar	ny Ac	t of 194	0					
(Print or Type	Kesponses)										
1. Name and A Park Todd	Address of Reporting Person <u>*</u> Y.	Symbol	2. Issuer Name and Ticker or Trading Symbol ATHENAHEALTH INC [ATHN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	3. Date of Earliest T			11N]	(Check all applicable)						
C/O ATHE ARSENAL	(Month/Day/Year) 05/20/2008	h/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)					
	(Street)	4. If Amendment, D	-	ıl		6. Individual or Joint/Group Filing(Check					
WATERTO	DWN, MA 02472	Filed(Month/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip)	Table I - Non-l	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	any		4. Securi on(A) or D (Instr. 3,	isposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	05/20/2008	S	50 <u>(1)</u>	D	\$ 27.7	938,600	D				
Common Stock	05/20/2008	S	100 <u>(1)</u>	D	\$ 27.73	938,500	D				
Common Stock	05/20/2008	S	100 (1)	D	\$ 27.57	938,400	D				
Common Stock	05/20/2008	S	100 <u>(1)</u>	D	\$ 27.14	938,300	D				
Common Stock	05/20/2008	S	100 (1)	D	\$ 27.03	938,200	D				

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Common Stock	05/20/2008	S	150 <u>(1)</u> D	\$ 27.44	938,050	D
Common Stock	05/20/2008	S	100 <u>(1)</u> D	\$ 27.47	937,950	D
Common Stock	05/20/2008	S	100 <u>(1)</u> D	\$ 27.5	937,850	D
Common Stock	05/20/2008	S	200 <u>(1)</u> D	\$ 27.37	937,650	D
Common Stock	05/20/2008	S	100 <u>(1)</u> D	\$ 27.43	937,550	D
Common Stock	05/20/2008	S	100 <u>(1)</u> D	\$ 27.68	937,450	D
Common Stock	05/20/2008	S	50 <u>(1)</u> D	\$ 27.55	937,400	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Secur	ities	(Instr. 5)	Bene	
	Derivative				Securities Acquired			(Instr	. 3 and 4)		Owne
	Security										Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

Director

Х

Park Todd Y. C/O ATHENAHEALTH, INC. 311 ARSENAL STREET

WATERTOWN, MA 02472

Signatures

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

05/22/2008

**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 7, 2008 in accordance with SEC Rule 10b5-1.

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.