#### Edgar Filing: ATHENAHEALTH INC - Form 4

ATHENAF Form 4	IEALTH INC											
August 13,	2008											
FORM			CECU	DITIEC			NCEO		OMB AF	PROVAL		
Washington, D.C. 20549										3235-0287		
if no lo	this box nger STATE		ГСЦАТ	NCES IN	I DENIFL		ERSHIP OF	Expires:	January 31, 2005			
subject Section	10		r CHAI		RITIES			LKSIIII OF	Estimated a burden hour			
Form 4 Form 5	or				1 0		- 1		response	0.5		
obligati	ions Section 17						•	Act of 1934, 1935 or Section	L			
may co See Inst	nunue.			•	nt Compa	-	•					
1(b).												
(Print or Type	e Responses)											
1. Name and	er Name <b>a</b> i	nd Ticker o	r Trad	0	5. Relationship of Reporting Person(s) to Issuer							
Bush Jonat	inan		Symbol ATHE	NAHEA	LTH INC	L IAT						
(Last)	(First) (	(Middle)			Transaction	-	,	(Check	all applicable	)		
				Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify				
C/O ATHENAHEALTH, INC., 311 08/11/2008Officer (give titleOther (specificer												
	(Street)		4. If Am	endment, I	Date Origin	al		6. Individual or Joi	nt/Group Filin	g(Check		
Filed(Mo									Applicable Line) _X_ Form filed by One Reporting Person			
WATERT	OWN, MA 02472	,						Form filed by Mo Person				
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date			3. Taraa ati			equired (A)	5. Amount of Securities	6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any		Code	iomr Dispos (Instr. 3,			Beneficially	Ownership Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr. 4)		
		(Month/D	ay/Year)	(Instr. 8)				Owned Following				
						(A)		Reported Transaction(s)	(I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(			
Common	00/11/2000			C	50.000	D	\$	421 405	D			
Stock	08/11/2008			S	59,000	D	33.0079 (1)	431,405	D			
Common							\$					
Common Stock	08/12/2008			S	32,700	D	33.0437	398,705	D			
							(2)			See		
Common Stock	08/12/2008			S	58 <u>(3)</u>	D	\$ 33.05	246,492	Ι	Footnote		
Stock										(4)		
Common Stock	08/12/2008			S	72 (3)	D	\$ 32.9	246,420	Ι	See Footnote		
Stock										Footnote		

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								(4)
Common Stock	08/12/2008	S	100 <u>(3)</u>	D	\$ 32.88	246,320	I	See Footnote $(4)$
Common Stock	08/13/2008	S	700	D	\$ 33.29	398,005	D	
Common Stock	08/13/2008	S	7,600	D	\$ 33	390,405	D	
Common Stock						100,000	I	See Footnote $(5)$
Common Stock						13,995	Ι	See Footnote $(6)$

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Bush Jonathan	Х		CEO and President						
C/O ATHENAHEALTH, INC.									
311 ARSENAL STREET									

#### WATERTOWN, MA 02472

## Signatures

(5)

/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).

This price represents the weighted average of sales ranging from \$33.00 to \$33.25. Upon request by the Commission staff, the Issuer, or a
 (1) security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.

This price represents the weighted average of sales ranging from \$33.00 to \$33.21. Upon request by the Commission staff, the Issuer, or a

- (2) 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) These sales were made pursuant to a written trading plan adopted by the trustees of The Bush 2004 Gift Trust (see footnote 4) on January 7, 2008 in accordance with SEC Rule 10b5-1.

These shares are owned by The Bush 2004 Gift Trust, the beneficiaries of which are certain of Mr. Bush's children. The Reporting Person(4) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

These shares are owned by The Jonathan J. Bush, Jr. Grantor Retained Annuity Trust Dated July 15, 2008, the beneficiaries of which are Mr. Bush and certain of his children. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other

purpose.These shares are owned by The Jonathan J. Bush, Jr. 2007 Grantor Retained Annuity Trust, the beneficiaries of which are Mr. Bush and(6) certain of his children. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an

admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.