

ATHENAHEALTH INC

Form 4

July 11, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Park Todd Y.

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 311
ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATHENAHEALTH INC [ATHN]

3. Date of Earliest Transaction
(Month/Day/Year)

07/09/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/09/2008 | | S | | 3 ⁽¹⁾ | D | \$ 28.89 913,597 D |
| Common Stock | 07/09/2008 | | S | | 100 ⁽¹⁾ | D | \$ 28.71 913,497 D |
| Common Stock | 07/09/2008 | | S | | 150 ⁽¹⁾ | D | \$ 28.65 913,347 D |
| Common Stock | 07/09/2008 | | S | | 100 ⁽¹⁾ | D | \$ 28.57 913,247 D |
| Common Stock | 07/09/2008 | | S | | 100 ⁽¹⁾ | D | \$ 28.8 913,147 D |

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| | | | | | | | |
|--------------|------------|---|----------------|---|----------|---------|---|
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 28.95 | 913,047 | D |
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 28.91 | 912,947 | D |
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 28.76 | 912,847 | D |
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 28.61 | 912,747 | D |
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 28.75 | 912,647 | D |
| Common Stock | 07/09/2008 | S | 96 <u>(1)</u> | D | \$ 28.89 | 912,551 | D |
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 28.62 | 912,451 | D |
| Common Stock | 07/09/2008 | S | 1 <u>(1)</u> | D | \$ 28.9 | 912,450 | D |
| Common Stock | 07/09/2008 | S | 100 <u>(1)</u> | D | \$ 27.85 | 912,350 | 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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | 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 |
| Park Todd Y. C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472 | X | | | |

Signatures

| | |
|------------------------------------------------|---------------------|
| /s/ Daniel H. Orenstein Attorney-in-Fact | 07/11/2008 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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.
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