

ATHENAHEALTH INC
Form 4
August 18, 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 *
Hull Brandon H

(Last) (First) (Middle)

**C/O CARDINAL PARTNERS, 600
ALEXANDER PARK, SUITE 204**

2. Issuer Name and Ticker or Trading Symbol
ATHENAHEALTH INC [ATHN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

PRINCETON, NJ 08540

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

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	(A) or (D)	Price			
Common Stock	08/14/2008		J ⁽¹⁾		306,450	D	\$ 0	306,446	I	See Footnote <u>(2)</u>
Common Stock	08/14/2008		J ⁽³⁾		232,190	D	\$ 0	232,184	I	See Footnote <u>(4)</u>
Common Stock	08/14/2008		J ⁽¹⁾		17,690	A	\$ 0	90,467	D ⁽⁵⁾	
Common Stock	08/14/2008		J ⁽³⁾		17,140	A	\$ 0	107,607	D ⁽⁶⁾	

Edgar Filing: ATHENAHEALTH INC - Form 4

- The Reporting Person is a Director of the Issuer and a managing member of CHP II Management, L.L.C. which is the general partner of
- (4) Fund II. The shares reported are owned directly by Fund II. The shares reported are owned indirectly by the Reporting Person named herein, who disclaims beneficial ownership except to the extent of his pecuniary interest therein.
 - (5) Represents shares directly owned by the Reporting Person, a director of the Issuer, and received as part of the distributions described in footnote 1. This acquisition merely reflects a change in beneficial ownership from indirect to direct.
 - (6) Represents shares directly owned by the Reporting Person, a director of the Issuer, and received as part of the distributions described in footnote 3. This acquisition merely reflects a change in beneficial ownership from indirect to direct.

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.