

ATHENAHEALTH INC

Form 4

March 03, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Delinsky Jeremy

(Last) (First) (Middle)

311 ARSENAL ST.

(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)
03/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Chief Product Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2015		M	(A) or (D) 5,000 (1)	2 5,000	D	
Common Stock	03/01/2015		F	1,629 (3) D	\$ 127.07 3,371	D	
Common Stock	03/01/2015		M	2,073 (4) A	2 5,444	D	
Common Stock	03/01/2015		F	673 (3) D	\$ 127.07 4,771	D	
Common Stock	03/01/2015		M	1,039 (5) A	2 5,810	D	

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Common Stock 03/01/2015 F 411 ⁽³⁾ D \$ 127.07 5,399 D

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

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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	03/01/2015		M	5,000	(6)	03/01/2016	Common Stock	5,000
Restricted Stock Unit	(2)	03/01/2015		M	2,073	(7)	03/01/2017	Common Stock	2,073
Restricted Stock Unit	(2)	03/01/2015		M	1,039	(8)	03/01/2018	Common Stock	1,039

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Delinsky Jeremy 311 ARSENAL ST. WATERTOWN, MA 02472	SVP, Chief Product Officer

Signatures

/s/ Daniel H. Orenstein 03/03/2015
Attorney-in-Fact

____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 shares represent vesting of restricted stock units awarded to the Reporting Person on March 1, 2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. These transactions are considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
- (4) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 1, 2013
- (5) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 3, 2014.
- (6) On March 1, 2012, the Reporting Person was granted 20,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2013.
- (7) On March 1, 2013, the Reporting Person was granted 8,292 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.
- (8) On March 3, 2014, the Reporting Person was granted 4,153 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.

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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