

ATHENAHEALTH INC

Form 4

June 04, 2008

**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 \*  
Bush Jonathan

(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)

06/02/2008

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)

CEO and President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 06/02/2008                           |                                                    | S                              |                                                                   | 600    | D          | \$ 30.425                                                                                     | 694,961                                                  | D                                                     |
| Common Stock                    | 06/02/2008                           |                                                    | S                              |                                                                   | 300    | D          | \$ 30.42                                                                                      | 694,661                                                  | D                                                     |
| Common Stock                    | 06/02/2008                           |                                                    | S                              |                                                                   | 100    | D          | \$ 30.4175                                                                                    | 694,561                                                  | D                                                     |
| Common Stock                    | 06/02/2008                           |                                                    | S                              |                                                                   | 400    | D          | \$ 30.41                                                                                      | 694,161                                                  | D                                                     |
| Common Stock                    | 06/02/2008                           |                                                    | S                              |                                                                   | 1,100  | D          | \$ 30.4079                                                                                    | 693,061                                                  | D                                                     |

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|              |            |   |        |   |            |         |   |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 06/02/2008 | S | 1,600  | D | \$ 30.405  | 691,461 | D |
| Common Stock | 06/02/2008 | S | 191    | D | \$ 30.4    | 691,270 | D |
| Common Stock | 06/02/2008 | S | 2,150  | D | \$ 30.39   | 689,120 | D |
| Common Stock | 06/02/2008 | S | 309    | D | \$ 30.38   | 688,811 | D |
| Common Stock | 06/02/2008 | S | 1,500  | D | \$ 30.37   | 687,311 | D |
| Common Stock | 06/02/2008 | S | 1,100  | D | \$ 30.3693 | 686,211 | D |
| Common Stock | 06/02/2008 | S | 600    | D | \$ 30.36   | 685,611 | D |
| Common Stock | 06/02/2008 | S | 641    | D | \$ 30.35   | 684,970 | D |
| Common Stock | 06/02/2008 | S | 209    | D | \$ 30.34   | 684,761 | D |
| Common Stock | 06/02/2008 | S | 200    | D | \$ 30.33   | 684,561 | D |
| Common Stock | 06/02/2008 | S | 400    | D | \$ 30.32   | 684,161 | D |
| Common Stock | 06/02/2008 | S | 100    | D | \$ 30.315  | 684,061 | D |
| Common Stock | 06/02/2008 | S | 200    | D | \$ 30.31   | 683,861 | D |
| Common Stock | 06/02/2008 | S | 1,300  | D | \$ 30.3    | 682,561 | D |
| Common Stock | 06/02/2008 | S | 100    | D | \$ 30.295  | 682,461 | D |
| Common Stock | 06/02/2008 | S | 500    | D | \$ 30.29   | 681,961 | D |
| Common Stock | 06/02/2008 | S | 200    | D | \$ 30.28   | 681,761 | D |
| Common Stock | 06/02/2008 | S | 200    | D | \$ 30.27   | 681,561 | D |
| Common Stock | 06/02/2008 | S | 1,332  | D | \$ 30.26   | 680,229 | D |
| Common Stock | 06/02/2008 | S | 1,200  | D | \$ 30.2575 | 679,029 | D |
|              | 06/02/2008 | S | 11,790 | D | \$ 30.25   | 667,239 | D |

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|              |            |  |   |     |   |          |         |   |                  |
|--------------|------------|--|---|-----|---|----------|---------|---|------------------|
| Common Stock |            |  |   |     |   |          |         |   |                  |
| Common Stock | 06/02/2008 |  | S | 300 | D | \$ 30.24 | 666,939 | D |                  |
| Common Stock | 06/02/2008 |  | S | 200 | D | \$ 30.23 | 666,739 | D |                  |
| Common Stock |            |  |   |     |   |          | 248,620 | I | See Footnote (1) |
| Common Stock |            |  |   |     |   |          | 13,995  | I | See Footnote (2) |

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                            |
| Stock Option (Right to Buy)                | \$ 0.62                                                | 06/02/2008                           |                                                    | M                              |                                                                                         | 32,500                                                   | 03/18/2001 03/18/2011                                         | Common Stock 32,500        |
| Stock Option (Right to Buy)                | \$ 0.62                                                | 06/02/2008                           |                                                    | M                              |                                                                                         | 57,573                                                   | 08/01/2003 08/01/2013                                         | Common Stock 57,573        |
| Stock Option (Right to Buy)                | \$ 0.62                                                | 06/02/2008                           |                                                    | M                              |                                                                                         | 3,783                                                    | 08/01/2003 08/01/2013                                         | Common Stock 3,783         |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                   |       |
|--------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer           | Other |
| Bush Jonathan<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL STREET<br>WATERTOWN, MA 02472 | X             |           | CEO and President |       |

## Signatures

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

06/04/2008

\_\_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).

These shares are owned by The Bush 2004 Gift Trust, the beneficiaries of which are certain of Mr. Bush's children. The reporting person  
(1) 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  
(2) 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.

### Remarks:

Filing 2 of 3 for trade date June 2, 2008.

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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