ATHENAHEALTH INC

Form 4 July 09, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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subject to

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

1(b).

(Print or Type Responses)

1. Name and Ad Orenstein Da	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	ATHENAHEALTH INC [ATHN] 3. Date of Earliest Transaction	(Check all applicable)				
311 ARSENAL STREET		Γ	(Month/Day/Year) 07/05/2013	Director 10% Owner Officer (give title Other (special below) SVP, GC, and Secretary				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
WATERTOWN, MA 02472				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	able I - Non-Derivative Securities Acquired Disposed of ar Repeticially Owner				

		Table	: 1 - MOII-D	ciivative i	Secui	ines Acqu	ili cu, Disposcu o	isposed of, of Deficiencially Owned					
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties Ac	equired	5. Amount of	6. Ownership	7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	sposed	d of (D)	Securities	Form: Direct	Indirect				
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial				
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership				
							Following	(Instr. 4)	(Instr. 4)				
					()		Reported						
					(A)		Transaction(s)						
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)						
Common Stock	07/05/2013		F	728 (1)	D	\$ 87.75	31,262	D					

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	of	Number		
						2					
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Orenstein Daniel H. 311 ARSENAL STREET WATERTOWN, MA 02472

SVP, GC, and Secretary

Signatures

/s/ Daniel H. 07/09/2013 Orenstein

**Signature of Date Reporting Person

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 were withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded to the (1) Reporting Person on August 2, 2010. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.

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.

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