

ATHENAHEALTH INC  
Form 4  
August 13, 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)  
08/12/2008

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/12/2008		M		55,000	A	\$ 0.62
Common Stock	08/12/2008		M		16,250	A	\$ 0.62
Common Stock	08/12/2008		S		71,250	D	\$ 32.9452 (1)
Common Stock	08/13/2008		M		33,750	A	\$ 0.62
Common Stock	08/13/2008		M		50,000	A	\$ 0.62

Edgar Filing: ATHENAHEALTH INC - Form 4

Common Stock	08/13/2008	M	7,500	A	\$ 3.5	998,600	D
Common Stock	08/13/2008	M	15,000	A	\$ 5.26	1,013,600	D
Common Stock	08/13/2008	M	8,750	A	\$ 7.39	1,022,350	D
Common Stock	08/13/2008	S	113,100	D	\$ 32.7999 (2)	909,250	D
Common Stock	08/13/2008	S	1,900	D	\$ 32.1753 (3)	907,350	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.62	08/12/2008		M	55,000	03/18/2001 03/18/2011		Common Stock	55,000
Stock Option (Right to Buy)	\$ 0.62	08/12/2008		M	16,250	08/01/2003 08/01/2013		Common Stock	16,250
Stock Option (Right to Buy)	\$ 0.62	08/13/2008		M	33,750	08/01/2003 08/01/2013		Common Stock	33,750
Stock Option	\$ 0.62	08/13/2008		M	50,000	02/06/2004 02/06/2014		Common Stock	50,000

(Right to Buy)

Stock Option (Right to Buy)	\$ 3.5	08/13/2008	M	7,500	04/27/2005	04/27/2015	Common Stock	7,500
-----------------------------	--------	------------	---	-------	------------	------------	--------------	-------

Stock Option (Right to Buy)	\$ 5.26	08/13/2008	M	15,000	02/28/2006	02/28/2016	Common Stock	15,000
-----------------------------	---------	------------	---	--------	------------	------------	--------------	--------

Stock Option (Right to Buy)	\$ 7.39	08/13/2008	M	8,750	03/15/2007	03/15/2017	Common Stock	8,750
-----------------------------	---------	------------	---	-------	------------	------------	--------------	-------

## 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

08/13/2008

\_\_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).
  - (1) This price represents the weighted average of sales ranging from \$32.32 to \$33.20. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.
  - (2) This price represents the weighted average of sales ranging from \$32.295 to \$33.29. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.
  - (3) This price represents the weighted average of sales ranging from \$32.07 to \$32.28. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased or sold at each separate price.

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.