

ATHENAHEALTH INC  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
O'Brien Timothy John

(Last) (First) (Middle)

C/O ATHENAHEALTH, INC., 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)  
03/01/2016

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)

SVP, Chief Marketing Officer

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)
				(A) or (D)	Price		
Common Stock	03/01/2016		M	62	A 0.1	62	D
Common Stock	03/01/2016		F	20 (2)	D \$ 132.37	42	D
Common Stock	03/01/2016		M	251	A 0.1	293	D
Common Stock	03/01/2016		F	81 (2)	D \$ 132.37	212	D
Common Stock	03/01/2016		M	212	A 0.1	424	D

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Common Stock	03/01/2016	F	68 <sup>(2)</sup>	D	\$ 132.37	356	D
Common Stock	03/01/2016	M	225	A	<u>1</u>	581	D
Common Stock	03/01/2016	F	73 <sup>(2)</sup>	D	\$ 132.37	508	D
Common Stock	03/01/2016	M	500	A	<u>1</u>	1,008	D
Common Stock	03/01/2016	F	162 <sup>(2)</sup>	D	\$ 132.37	846	D
Common Stock	03/01/2016	S	846	D	\$ 132.25	0	D

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

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**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)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	62	<u>(4)</u> 03/01/2016	Common Stock	62
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	251	<u>(5)</u> 03/01/2017	Common Stock	251
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	212	<u>(6)</u> 03/01/2018	Common Stock	212
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	225	<u>(7)</u> 03/01/2019	Common Stock	225
Restricted Stock Unit	<u>(3)</u>	03/01/2016		M	500	<u>(8)</u> 03/01/2019	Common Stock	500
Restricted Stock Unit	<u>(3)</u>	03/01/2016		A	12,500	<u>(9)</u> 03/01/2020	Common Stock	12,500

