ATHENAHEALTH INC

Form 4

March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

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

See Instruction

Check this box

if no longer

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 Address of Reporting Person * ROBINSON DAVID ERIC			ymbol	Name and				5. Relationship of Reporting Person(s) to Issuer			
			ATHENAHEALTH INC [ATHN]					(Check all applicable)			
(Last)	(First) (M	iddle) 3.	3. Date of Earliest Transaction								
C/O ATHEN	IAIIEAI TH INC			ay/Year)				X Director Officer (given		6 Owner er (specify	
C/O ATHENAHEALTH, INC., 311 ARSENAL STREET			03/02/2015					below)	below)	er (specify	
	4.	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
WATERTO	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially C								lly Owned			
1.Title of	2. Transaction Date	ate 2A. Deemed		3.	4. Securities			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution I	Date, if	TransactionAcquired (A) or				Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month/Day/Ye		Code (Instr. 8)	· · · · · · · · · · · · · · · · · · ·			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wollding Day	y/ 1 car)	(msu. o)	(msu. 3,	7 and	3)	Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/02/2015			A	1,569 (1)	A	\$0	5,261	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. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Month/Day/Year) Execution Date, if		orNumber	Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative		•		Securities	S		(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	Title	Number		
				G 1 W	(1) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other **ROBINSON DAVID ERIC** C/O ATHENAHEALTH, INC. X 311 ARSENAL STREET WATERTOWN, MA 02472

Signatures

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

03/04/2015

**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).
- Represents an award of restricted stock units pursuant to the Issuer's 2007 Stock Option and Incentive Plan, as amended and restated. The restricted stock units fully vest on June 1, 2016.

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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