

AtriCure, Inc.
Form 4
August 14, 2006

FORM 4

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

OMB APPROVAL

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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 *
HARRISON DONALD C

(Last) (First) (Middle)

525 UNIVERSITY AVENUE,
SUITE 1400

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2006

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/10/2006		X	788 ⁽¹⁾ A \$ 5.96	194,079	D	
Common Stock	08/10/2006		X	788 D \$ 5.96	738,417	I	Held by Charter Ventures IV Partners, LLC ⁽²⁾
Common Stock	08/10/2006		X	788 D \$ 5.96	8,713	I	Held by Charter Advisors Fund IV, L.P. ⁽³⁾
Common Stock	08/10/2006		X	788 D \$ 5.96	27,399	I	Held by Charter Entrepreneures

Common Stock	08/10/2006	X	788	D	\$ 5.96	702,305	I	Fund IV, L.P. (4) Held by Charter Ventures IV, L.P. (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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)	8. Amount or Number of Shares
Common Stock Warrants (Right to Buy)	\$ 5.43	08/10/2006		X	8,810	04/22/2002 08/10/2006	Common Stock	788 (6)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARRISON DONALD C
525 UNIVERSITY AVENUE, SUITE 1400 X
PALO ALTO, CA 94301

Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Donald C. Harrison

08/14/2006

__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).

- On August 10, 2006, 8,810 warrants owned by Dr. Harrison were automatically exercised pursuant to a net issue exercise, resulting in his acquisition of 788 shares of Common Stock. The warrants were exercisable at \$5.96 per share (a price equal to the closing average of the Common Stock for the 10 trading days prior to August 10, 2006).
- (1) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
 - (2) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
 - (3) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
 - (4) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
 - (5) Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
 - (6) The net number of shares of Common Stock issuable upon the exercise of 8,810 warrants, calculated pursuant to the terms of the warrant.
 - (7) Not applicable.

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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