

Bush Jonathan
Form 4
October 05, 2011

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 *
Bush Jonathan

(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)
10/03/2011

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)
CEO and President

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	08/25/2011		G	V	416 ⁽¹⁾	D	\$ 0 310,761 D
Common Stock	08/25/2011		G	V	250 ⁽¹⁾	D	\$ 0 310,511 D
Common Stock	09/02/2011		G	V	230 ⁽¹⁾	D	\$ 0 310,281 D
Common Stock	09/16/2011		G	V	590 ⁽¹⁾	D	\$ 0 309,691 D
Common Stock	10/03/2011		M		17,444	A	\$ 3.5 327,135 D

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Common Stock	10/03/2011	S	<u>17,444</u> (2)	D	\$ 59.47 (3)	309,691	D	
Common Stock	10/03/2011	M	2,872	A	\$ 3.5	312,563	D	
Common Stock	10/03/2011	S	<u>2,872</u> (2)	D	\$ 60	309,691	D	
Common Stock						111,994	I	See Footnote (4)
Common Stock						100,000	I	See Footnote (5)
Common Stock						10,232	I	See Footnote (6)

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	
Stock Option (Right to Buy)	\$ 3.5	10/03/2011		M	17,444	04/27/2005	04/27/2015	Common Stock	17,444
Stock Option (Right to Buy)	\$ 3.5	10/03/2011		M	2,872	04/27/2005	04/27/2015	Common Stock	2,872

