### ATHENAHEALTH INC

Form 4

Common

Common

Stock

Stock

September 23, 2008

FORM	14	~~.~~	~ ~~ ~~			~ ·			OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th if no long	ger	MENTE O	E CHAN	CEC IN	DISAUSIS	rot A	LOW	VEDCIUD OF	Expires:	January 31, 2005	
subject to Section 1 Form 4 o Form 5	51A1E 16. or	FATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							Estimated a burden hour response	verage	
obligatio may cont See Instru 1(b).	sinue. Section 17	(a) of the	Public Ut		ding Con	npan	y Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type I	Responses)										
Bush Jonathan Sy			Symbol	· Name and				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	(Middle)	3. Date of Earliest Transaction				-	(Chec	k all applicable	)	
(Month/				onth/Day/Year) /19/2008				X Director 10% Owner X Officer (give title Other (specify below) CEO and President			
Filed(Mor				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WATERTO	OWN, MA 02472	,						Person	iore man One Re	porung	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any		Execution any	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		C.	
Common Stock	09/19/2008			S	230 (1)	D	\$ 35.99	245,170	I	See Footnote (2)	
Common Stock								382,190	D		

See

(3) See

(4)

Footnote

Footnote

100,000

13,995

I

I

#### Edgar Filing: ATHENAHEALTH INC - Form 4

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	<ol><li>Derivative</li></ol>	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
									of	
				Code	V (A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Troporting of the remaining of the remai	Director	10% Owner	Officer	Other			
Bush Jonathan C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472	X		CEO and President				

## **Signatures**

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

09/23/2008

\*\*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) The sale reported on this Form 4 was made pursuant to a written trading plan adopted by the trustees of The Bush 2004 Gift Trust (see footnote 2) on January 7, 2008 in accordance with SEC Rule 10b5-1.
- These shares are owned by The Bush 2004 Gift Trust, the beneficiaries of which are certain of Mr. Bush's children. The Reporting Person (2) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) These shares are owned by The Jonathan J. Bush, Jr. Grantor Retained Annuity Trust Dated July 15, 2008, the beneficiaries of which are Mr. Bush and certain of his children. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other

Reporting Owners 2

### Edgar Filing: ATHENAHEALTH INC - Form 4

purpose.

These shares are owned by The Jonathan J. Bush, Jr. 2007 Grantor Retained Annuity Trust, the beneficiaries of which are Mr. Bush and certain of his children. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.