

ATHENAHEALTH INC  
Form 4  
February 19, 2014

**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 \*  
Adams Timothy M

(Last) (First) (Middle)  
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)  
01/11/2014

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)  
CFO & SVP

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/11/2014		F		3,692 (1)	D	
Common Stock	02/18/2014		M		30,000	A	
Common Stock	02/18/2014		S		5,253 (2)	D	
Common Stock	02/18/2014		S		8,797 (2)	D	
	02/18/2014		S			D	

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Common Stock				2,694 (2)		\$ 194.1 (5)		
Common Stock	02/18/2014		S	3,256 (2)	D	\$ 195.21 (6)	50,327	D
Common Stock	02/18/2014		S	5,562 (2)	D	\$ 196.58 (7)	44,765	D
Common Stock	02/18/2014		S	4,438 (2)	D	\$ 197.85 (8)	40,327	D

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 40.9	02/18/2014		M	30,000	01/11/2011 02/01/2020	Common Stock 30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Timothy M 311 ARSENAL STREET WATERTOWN, MA 02472			CFO & SVP	

## Signatures

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

02/19/2014

\_\_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).

- These shares were withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded to the
- (1) Reporting Person on February 1, 2010. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
  - (2) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on December 17, 2013, in accordance with Rule 10b5-1.  

This price represents the weighted average of sales ranging from \$191.59 to \$192.50. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - (3) This price represents the weighted average of sales ranging from \$192.68 to \$193.65. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - (4) This price represents the weighted average of sales ranging from \$193.69 to \$194.50. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - (5) This price represents the weighted average of sales ranging from \$195.00 to \$195.60. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - (6) This price represents the weighted average of sales ranging from \$196.09 to \$197.00. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - (7) This price represents the weighted average of sales ranging from \$197.39 to \$198.00. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
  - (8)

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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