

JOHNSTON RICHARD M
Form 3/A
January 25, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â JOHNSTON RICHARD M			(Month/Day/Year)		AtriCure, Inc. [ATRC]	
(Last)	(First)	(Middle)	08/05/2005			
ONE SOUTH STREET, SUITE 2150					4. Relationship of Reporting Person(s) to Issuer	
(Street)					(Check all applicable)	
BALTIMORE, Â MD Â 21202					5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)			08/18/2005	
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
					4. Nature of Indirect Beneficial Ownership (Instr. 5)	
					5. If Amendment, Date Original Filed(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 Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (Right to Buy) 08/05/2006⁽¹⁾ 08/05/2015 Common Stock 10,000 ⁽²⁾ \$ 12 D [^]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON RICHARD M ONE SOUTH STREET, SUITE 2150 BALTIMORE, MD 21202	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

/s/ Thomas J. Etergino as Attorney-in-Fact for Richard M. Johnston 01/25/2006

[^]Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Exercisable cumulatively at a rate of 25% per annum commencing on August 5, 2006 (one year from the date of grant).
- (2) These shares were omitted from the reporting person's original Form 3.

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Remarks:

Please note that in the original Form 3 filed, the Date of Event Requiring Statement was noted as

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.