

ATHENAHEALTH INC

Form 4

May 13, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
King-Shaw Ruben Jose JR

(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)  
05/09/2008

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 05/09/2008                              |                                                             | M                                       |                                                                     | 15,000                                                                                                             | A \$ 0.62                                                            | 15,000 D                                                          |
| Common<br>Stock                       | 05/09/2008                              |                                                             | S                                       |                                                                     | 800                                                                                                                | D \$ 28.96                                                           | 14,200 D                                                          |
| Common<br>Stock                       | 05/09/2008                              |                                                             | S                                       |                                                                     | 100                                                                                                                | D \$ 28.97                                                           | 14,100 D                                                          |
| Common<br>Stock                       | 05/09/2008                              |                                                             | S                                       |                                                                     | 12,750                                                                                                             | D \$ 28.95                                                           | 1,350 D                                                           |
| Common<br>Stock                       | 05/09/2008                              |                                                             | S                                       |                                                                     | 150                                                                                                                | D \$ 28.29                                                           | 1,200 D                                                           |

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|              |            |   |     |   |          |        |   |                  |
|--------------|------------|---|-----|---|----------|--------|---|------------------|
| Common Stock | 05/09/2008 | S | 100 | D | \$ 28.43 | 1,100  | D |                  |
| Common Stock | 05/09/2008 | S | 200 | D | \$ 28.07 | 900    | D |                  |
| Common Stock | 05/09/2008 | S | 700 | D | \$ 28.12 | 200    | D |                  |
| Common Stock | 05/09/2008 | S | 100 | D | \$ 28.37 | 100    | D |                  |
| Common Stock | 05/09/2008 | S | 100 | D | \$ 28.28 | 0      | D |                  |
| Common Stock |            |   |     |   |          | 30,000 | I | See Footnote (1) |

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)

**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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 0.62                                                | 05/09/2008                           |                                                    | M                              | 15,000                                                                                  | (2) 12/17/2013                                           | Common Stock                                                  | 15,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| King-Shaw Ruben Jose JR<br>C/O ATHENAHEALTH, INC.<br>311 ARSENAL STREET | X             |           |         |       |

WATERTOWN, MA 02472

## Signatures

/s/ Christopher E. Nolin  
Attorney-in-Fact

05/13/2008

\_\_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) Represents shares directly owned by Mansa Equity Partners, Inc. ("Mansa"). Mr. King-Shaw is the chief executive officer of Mansa. Mr. King-Shaw disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) 100% of the options in this grant were vested and exercisable as of the date that this form was filed.

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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