Byers Carl B. Form 4 May 18, 2009

## FORM 4

# **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Byers Carl B.			2. Issuer Name <b>and</b> Ticker or Trading Symbol ATHENAHEALTH INC [ATHN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	t) (First) (Midd		3. Date of Earliest Transaction	(Check all applicable)		
C/O ATHENAHEALTH, INC., 311 ARSENAL STREET			(Month/Day/Year)	Director 10% Owner		
			05/15/2009	X Officer (give title Other (specify below)  Senior VP, CFO and Treasurer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WATERTOW	VN, MA 02	2472	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

•	· · · · · · · · · · · · · · · · · · ·	1 abic	: 1 - Non-D	erivative	Secur	mes Acqu	nirea, Disposea oi	, or benefician	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/15/2009		S	100 (1)	D	\$ 31.6	241,132	D	
Common Stock	05/15/2009		S	100 (1)	D	\$ 31.74	241,032	D	
Common Stock	05/15/2009		S	6 (1)	D	\$ 30.78	241,026	D	
Common Stock	05/15/2009		S	94 (1)	D	\$ 30.79	240,932	D	
Common Stock	05/15/2009		S	41 (1)	D	\$ 31.64	240,891	D	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Common Stock	05/15/2009	S	100 <u>(1)</u> D	\$ 31.75	240,791	D
Common Stock	05/15/2009	S	100 <u>(1)</u> D	\$ 31.91	240,691	D
Common Stock	05/15/2009	S	10 <u>(1)</u> D	\$ 30.71	240,681	D
Common Stock	05/15/2009	S	59 <u>(1)</u> D	\$ 31.64	240,622	D
Common Stock	05/15/2009	S	100 <u>(1)</u> D	\$ 30.56	240,522	D
Common Stock	05/15/2009	S	100 <u>(1)</u> D	\$ 30.75	240,422	D
Common Stock	05/15/2009	S	100 <u>(1)</u> D	\$ 30.73	240,322	D
Common Stock	05/15/2009	S	90 <u>(1)</u> D	\$ 30.71	240,232	D
Common Stock	05/15/2009	S	200 (1) D	\$ 30.78	240,032	D
Common Stock	05/15/2009	S	100 (1) D	\$ 31.34	239,932	D
Common Stock	05/15/2009	S	100 (1) D	\$ 31.54	239,832	D
Common Stock	05/15/2009	S	100 <u>(1)</u> D	\$ 31.59	239,732	D

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				,
					4, and 5)				
				Code V	(A) (D)		Title		

Date Expiration Exercisable Date

Treasurer

Amount or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Byers Carl B. C/O ATHENAHEALTH, INC. 311 ARSENAL STREET			Senior VP, CFO and				

## **Signatures**

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

WATERTOWN, MA 02472

05/18/2009

\*\*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).
- The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on December 16, 2008, in accordance with Rule 10b5-1.

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.

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