ATHENAHEALTH INC

Form 4 July 03, 2014

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KAHANE STEPHEN N			2. Issuer Name and Ticker or Trading Symbol ATHENAHEALTH INC [ATHN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle		(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O ATHENAHEALTH, INC., 311 ARSENAL STREET			07/01/2014	X Officer (give title Other (specify below) President, Enterprise Services			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WATERTOV	VN, MA 02	2472		Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	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. Transactio Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/01/2014		S	900 (1)	D	\$ 125.15	58,385	D	
Common Stock	07/01/2014		S	633 (1)	D	\$ 126.76 (2)	57,752	D	
Common Stock	07/01/2014		S	1,100 (1)	D	\$ 127.53 (3)	56,652	D	
Common Stock	07/01/2014		S	1,779 (1)	D	\$ 128.54 (4)	54,873	D	

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Common Stock S 588 (1) D 129.51 54,285 D

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 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. Transac Code (Instr. 8	5. etionNumber of S) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

President,

Enterprise

Services

KAHANE STEPHEN N C/O ATHENAHEALTH, INC. 311 ARSENAL STREET WATERTOWN, MA 02472

Signatures

/s/ Daniel H. Orenstein Attorney-in-Fact 07/03/2014

**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).
- (1) The sales reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on February 14, 2014, in accordance with Rule 10b5-1.

(2)

Reporting Owners 2

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This price represents the weighted average of sales ranging from \$126.19 to \$126.88. 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.

- This price represents the weighted average of sales ranging from \$127.05 to \$127.99. Upon request by the Commission staff, the Issuer, (3) or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average of sales ranging from \$128.00 to \$128.98. Upon request by the Commission staff, the Issuer, (4) or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average of sales ranging from \$129.03 to \$129.93. Upon request by the Commission staff, the Issuer, (5) or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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.