

ATHENAHEALTH INC
Form 4/A
April 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
KAHANE STEPHEN N

(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)
03/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Enterprise Services

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	03/01/2013		A		7,763 (1)	A	\$ 0 124,639 D
Common Stock	03/01/2013		F		189 (2)	D	\$ 96.09 124,450 D
Common Stock	03/01/2013		F		8,167 (2)	D	\$ 96.09 116,283 D
Common Stock	03/01/2013		F		3,192 (2)	D	\$ 96.09 111,332 (3) D
Common Stock	03/01/2013		F		1,475 (4)	D	\$ 96.09 109,857 (5) D

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- These shares were withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units awarded to the
- (4) Reporting Person on March 1, 2012. This transaction is considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.
 - (5) As a result of the error described in Footnote 3, the amount of shares beneficially owned by the Reporting Person on the Form 4 filed March 8, 2013, was incorrect.

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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