Griffiths Dawn M Form 3 September 18, 2009

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

OMB APPROVAL

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**SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement ATHENAHEALTH INC [ATHN] Griffiths Dawn M (Month/Day/Year) 09/16/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 311 ARSENAL STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer \_Other Person WATERTOWN, MAÂ 02472 (give title below) (specify below) Form filed by More than One CAO & Treasurer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 969 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

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

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	05/30/2009(1)	06/02/2018	Common Stock	60,000	\$ 30.44	D	Â
Stock Option (Right to	01/05/2010(2)	03/02/2019	Common	2,000	\$ 25.67	D	Â

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	tor 10% Owner Officer		Other		
Griffiths Dawn M 311 ARSENAL STREET WATERTOWN, MA 02472	Â	Â	CAO & Treasurer	Â		

## **Signatures**

/s/ Daniel H. Orenstein Attorney-in-Fact 09/18/2009

\*\*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) Subject to Reporting Person's continued employment with Issuer, the options vest and become exercisable in four equal annual installments beginning on May 30, 2009 until fully vested and exercisable on May 30, 2012.
- Subject to Reporting Person's continued employment with Issuer, the options vest and become exercisable in four equal annual installments beginning on January 5, 2010 until fully vested and exercisable on January 5, 2013.

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.

Reporting Owners 2