Bush Jonathan Form 4 October 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * Bush Jonathan			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	(Check all applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
C/O ATHENAHEALTH, INC., 311 ARSENAL STREET		, INC., 311	10/02/2009	X Officer (give title Other (specify below) CEO and President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WATERTOW	N, MA 024	472	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/02/2009		S	100 (1)	` ′		243,444	I	See Footnote
Common Stock	10/02/2009		S	100 (1)	D	\$ 37.16	243,344	I	See Footnote
Common Stock	10/02/2009		S	100 (1)	D	\$ 36.95	243,244	I	See Footnote
Common Stock	10/02/2009		S	100 (1)	D	\$ 36.69	243,144	I	See Footnote

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							(2)
Common Stock	10/02/2009	S	100 <u>(1)</u> D	\$ 37.21	243,044	I	See Footnote
Common Stock	10/02/2009	S	190 <u>(1)</u> D	\$ 37.3	242,854	I	See Footnote
Common Stock	10/05/2009	S	90 <u>(1)</u> D	\$ 37.2	242,764	I	See Footnote (2)
Common Stock	10/05/2009	S	100 (1) D	\$ 37.21	242,664	I	See Footnote (2)
Common Stock	10/05/2009	S	100 <u>(1)</u> D	\$ 37.14	242,564	I	See Footnote (2)
Common Stock	10/05/2009	S	100 <u>(1)</u> D	\$ 37.16	242,464	I	See Footnote (2)
Common Stock	10/05/2009	S	200 <u>(1)</u> D	\$ 37.07	242,264	I	See Footnote
Common Stock	10/05/2009	S	100 <u>(1)</u> D	\$ 36.96	242,164	I	See Footnote
Common Stock					332,832	D	
Common Stock					100,000	I	See Footnote (3)
Common Stock					2,354	I	See Footnote

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

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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	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	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D)			Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title Amount or Number		(
							of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Bush Jonathan						
C/O ATHENAHEALTH, INC.	X		CEO and President			
311 ARSENAL STREET	Λ		CEO and Flesident			
WATERTOWN, MA 02472						

Signatures

/s/ Daniel H. Orenstein 10/06/2009 Attorney-in-Fact

**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 trustees of The Bush 2004 Gift Trust (see footnote 2) on June 9, 2009, in accordance with Rule 10b5-1.
- These shares are owned by The Bush 2004 Gift Trust, the beneficiaries of which are certain of Mr. Bush's children. The Reporting Person (2) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- These shares are owned by The Jonathan J. Bush, Jr. Grantor Retained Annuity Trust Dated July 15, 2008, the beneficiaries of which are Mr. Bush and certain of his children. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- These shares are owned by The Oscar W. Bush 2007 Gift Trust, the beneficiary of which is Mr. Bush's child. The Reporting Person (4) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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