Bush Jonathan Form 4 November 02, 2010

FORM 4

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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		
(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		I, INC., 311	11/01/2010	_X_ Officer (give title Other (specify below) CEO and President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WATERTOV	VN. MA 02	472	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
WATERTOWN, MA 02472				Person		

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed		3. 4. Se Transaction(A) of		decurities Acquired or Disposed of (D) str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/01/2010		G	V	266 (1)	D	\$0	413,173	D	
Common Stock	11/01/2010		G	V	1,282 (1)	D	\$ 0	411,891	D	
Common Stock	11/01/2010		M		29	A	\$ 0.62	411,920	D	
Common Stock	11/01/2010		M		6,125	A	\$ 3.5	418,045	D	
Common Stock	11/01/2010		M		3,846	A	\$ 3.5	421,891	D	

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Common Stock	11/01/2010	S	10,000 (2)	D	\$ 39.93 (3)	411,891	D	
Common Stock	11/01/2010	M	438	A	\$ 3.5	412,329	D	
Common Stock	11/01/2010	M	12,493	A	\$ 3.5	424,822	D	
Common Stock	11/01/2010	M	6,563	A	\$ 6.16	431,385	D	
Common Stock	11/01/2010	S	19,494 (4)	D	\$ 39.46 (5)	411,891	D	
Common Stock						222,154	I	See Footnote
Common Stock						20,072	Ι	See Footnote (7)

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.62	11/01/2010		M	29	02/06/2004	02/06/2014	Common Stock	29
Stock Option (Right to Buy)	\$ 3.5	11/01/2010		M	6,125	04/27/2005	04/27/2015	Common Stock	6,125

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Stock Option (Right to Buy)	\$ 3.5	11/01/2010	M	3,846	04/27/2005	04/27/2015	Common Stock	3,846
Stock Option (Right to Buy)	\$ 3.5	11/01/2010	M	438	04/27/2005	04/27/2015	Common Stock	438
Stock Option (Right to Buy)	\$ 3.5	11/01/2010	M	12,493	04/27/2005	04/27/2015	Common Stock	12,493
Stock Option (Right to Buy)	\$ 6.16	11/01/2010	M	6,563	07/27/2006	07/27/2016	Common Stock	6,563

Reporting Owners

Reporting Owner Name / Address				
1 0	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 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).
- (1) These shares were a bona fide gift.
- (2) These sales were made pursuant to a written trading plan adopted by the Reporting Person on May 4, 2010, in accordance with Rule 10b5-1.
- This price represents the weighted average of sales ranging from \$39.35 to \$40.18. 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.
- (4) These shares were sold subject to a pre-existing divorce settlement agreement with the Reporting Person's former wife that covers the disposition of the options for her benefit.
- This price represents the weighted average of sales ranging from \$39.36 to \$39.64. 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.

(6)

Reporting Owners 3

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These shares are owned by The Bush 2004 Gift Trust, the beneficiaries of which are certain of Mr. Bush's 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 (7) 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.