## Edgar Filing: Brown Nancy G. - Form 4

Brown Nancy Form 4	, ,									
November 18 FORM	<b>14</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB Number: 3235-028	
if no long subject to Section 10 Form 4 on Form 5 obligatior may conti <i>See</i> Instru 1(b).	<ul> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>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</li> <li>20(b) of the Investment Company Act of 1040</li> </ul>							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type R	Responses)									
Brown Nancy G. Symbol ATHEN (Last) (First) (Middle) 3. Date of (Month/D 311 ARSENAL STREET 11/14/20 (Street) 4. If Ame						-	5. Relationship of Reporting Person(s) to Issuer			
			ATHENAHEALTH INC [ATHN] 3. Date of Earliest Transaction				(Check all applicable)			
			Ionth/Day/Year 1/14/2008				Director 10% Owner X_ Officer (give title Other (specify below) below) SVP, Business Development			
			If Amendment, led(Month/Day/Y	-	1		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
WATERTO	WN, MA, MA 02	2472					Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table I - Nor	n-Derivative	Secur	ities Acq	uired, Disposed of,	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if Transa Code /Year) (Instr.		isposed 4 and (A) or	d of (D) 5)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/14/2008		S	V Amount 5,000 (1)	(D) D	Price \$ 26.88 (2)	24,125	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
FB	Director	10% Owner	Officer	Other				
Brown Nancy G. 311 ARSENAL STREET WATERTOWN, MA, MA 02472			SVP, Business Development					
Signatures								

/s/ Daniel H. Orenstein Attorney-in-Fact

11/18/2008

Date

## <u>\*\*Signature of Reporting Person</u> 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 January 9, 2008 in accordance with SEC Rule 10b5-1.

This price represents the weighted average of sales ranging from \$26.50 to \$27.44. Upon request by the Commission staff, the Issuer, or a (2) 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.