ATHENAHEALTH INC
Form 4
March 03, 2015

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 *
Delinsky Jeremy

(Last) (First) (Middle)

311 ARSENAL ST.

(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)
03/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Chief Product Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2015		M		5,000 (1)	A	(2)	5,000	D	
Common Stock	03/01/2015		F		1,629 (3)	D	$ 127.07	3,371	D	
Common Stock	03/01/2015		M		2,073 (4)	A	(2)	5,444	D	
Common Stock	03/01/2015		F		673 (3)	D	$ 127.07	4,771	D	
Common Stock	03/01/2015		M		1,039 (5)	A	(2)	5,810	D	

Common Stock	03/01/2015		F		411 (3)	D	$ 127.07	5,399	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.

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. Transaction Code (Instr. 8)		5. Number of Derivative 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
Restricted Stock Unit	(2)	03/01/2015		M			5,000	(6)	03/01/2016	Common Stock	5,000
Restricted Stock Unit	(2)	03/01/2015		M			2,073	(7)	03/01/2017	Common Stock	2,073
Restricted Stock Unit	(2)	03/01/2015		M			1,039	(8)	03/01/2018	Common Stock	1,039

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delinsky Jeremy 311 ARSENAL ST. WATERTOWN, MA 02472			SVP, Chief Product Officer	

Signatures

/s/ Daniel H. Orenstein Attorney-in-Fact	03/03/2015
**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 represent vesting of restricted stock units awarded to the Reporting Person on March 1, 2012.

(2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(3) Shares withheld to satisfy tax withholding obligations incurred upon the vesting of restricted stock units. These transactions are considered an exempt sale pursuant to Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934.

(4) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 1, 2013

(5) These shares represent vesting of restricted stock units awarded to the Reporting Person on March 3, 2014.

(6) On March 1, 2012, the Reporting Person was granted 20,000 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2013.

(7) On March 1, 2013, the Reporting Person was granted 8,292 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2014.

(8) On March 3, 2014, the Reporting Person was granted 4,153 restricted stock units. The restricted stock units vest in four equal annual installments beginning on March 1, 2015.

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.