

Drachman David J
Form 4
May 10, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Drachman David J

(Last) (First) (Middle)

6217 CENTRE PARK DRIVE

(Street)

WEST CHESTER, OH 45069

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction
(Month/Day/Year)

05/08/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President, CEO and Director

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Ownership (Instr. 4)
Common Stock	05/08/2012		M	V Amount (A) or (D) Price 18,575 A \$ 1.33	423,681	D	
Common Stock	05/08/2012		S	18,575 D \$ 9.1 (1)	405,106	D	
Common Stock	05/09/2012		M	2,900 A \$ 1.33	408,006	D	
Common Stock	05/09/2012		S	2,900 D \$ 9.06	405,106	D	
Common Stock	05/10/2012		M	1,586 A \$ 1.33	406,692	D	

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Common Stock	05/10/2012	S	1,586	D	\$ 9.04 (2)	405,106	D
Common Stock	05/10/2012	M	87,160	A	\$ 1.33	492,266	D

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. 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1.33	05/08/2012		M	18,575	10/14/2003 ⁽³⁾ 10/14/2012	Common Stock 18,575
Incentive Stock Option (right to buy)	\$ 1.33	05/09/2012		M	2,900	10/14/2003 ⁽³⁾ 10/14/2012	Common Stock 2,900
Incentive Stock Option (right to buy)	\$ 1.33	05/10/2012		M	1,586	10/14/2003 ⁽³⁾ 10/14/2012	Common Stock 1,586
Incentive Stock Option (right to buy)	\$ 1.33	05/10/2012		M	87,160	10/14/2003 ⁽³⁾ 10/14/2012	Common Stock 87,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drachman David J 6217 CENTRE PARK DRIVE WEST CHESTER, OH 45069	X		President, CEO and Director	

Signatures

/s/ Sarah Luken as attorney-in-fact for David J.
Drachman

05/10/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$9.06 to \$9.12 per share. The price reported above reflects the
(1) weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$9.01 to \$9.05 per share. The price reported above reflects the
(2) weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) These options were granted on October 14, 2002 and are exercisable cumulatively at a rate of 25% per annum beginning on October 14, 2003 (one year from grant date).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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