

Lucky James L
Form 4
March 07, 2013

FORM 4

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

OMB APPROVAL

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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 *
Lucky James L

(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)
03/05/2013

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)
VP, Clinical, Regulatory & QS

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)
			Code	V	Amount	(D)	Price
Common Stock	03/05/2013		M		13,949	A	\$ 6.34
Common Stock	03/05/2013		S		13,949	D	\$ 8.13 <u>(1)</u>
Common Stock	03/05/2013		M		31,500	A	\$ 5.6 77,893
Common Stock	03/05/2013		S		31,500	D	\$ 8.13 <u>(1)</u>
	03/05/2013		M		9,473	A	55,866

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Common Stock					\$			
					1.52			
Common Stock	03/06/2013		S	616	D	\$	55,250	D
						8.22		
Common Stock	03/06/2013		S	4,000	D	\$	51,250	D
						8.22		
						<u>(2)</u>		

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

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(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
Stock Option (right to buy)	\$ 6.34	03/05/2013		M	13,949	09/06/2007 ⁽³⁾	09/06/2016	Common Stock	13,949
Stock Option (right to buy)	\$ 5.6	03/05/2013		M	31,500	02/17/2011 ⁽⁴⁾	02/17/2020	Common Stock	31,500
Stock Option (right to buy)	\$ 1.52	03/05/2013		M	9,473	01/01/2005 ⁽⁵⁾	01/01/2014	Common Stock	9,473

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucky James L			VP, Clinical, Regulatory & QS	

6217 CENTRE PARK DRIVE
WEST CHESTER, OH 45069

Signatures

/s/ James L.

03/07/2013

Lucky

 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) This transaction was executed in multiple trades at prices ranging from \$8.00 to \$8.33 per share. The price reported above reflects the 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.

(2) This transaction was executed in multiple trades at prices ranging from \$8.21 to \$8.24 per share. The price reported above reflects the 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 September 6, 2006 and vest and are exercisable as to 25% of the shares one year from the date of grant, and the remaining 75% thereafter vest and is exercisable in equal monthly installments on the same day of the month over the following three years.

(4) These options were granted on February 17, 2010 and vest and are exercisable as to 25% of the shares one year from the date of grant, and the remaining 75% thereafter vests and is exercisable in equal monthly installments on the same day of the month over the following three years.

(5) These options were granted on January 1, 2004 and are exercisable cumulatively at a rate of 25% per annum beginning one year from the date of 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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