AtriCure, Inc. Form 4 May 29, 2008

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

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person *

JOHNSTON RICHARD M

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

AtriCure, Inc. [ATRC]

3. Date of Earliest Transaction

(Month/Day/Year) 05/28/2008

500 EAST PRATT STREET, SUITE 1200

(First)

(Street)

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

Form filed by More than One Reporting

BALTIMORE, MD 21202

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) (Instr. 3)

(State)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

4. Securities

Following Reported (Instr. 3 and 4) Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned Transaction(s)

5. Amount of

Securities

Beneficially

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of (D)

(Instr. 3, 4, and 5)

Code V

(A)

(D) Date Exercisable Expiration Date

Title Amount or

> Number of Share

Stock

Option (Right to

Buy)

\$ 10.1 05/28/2008 A 10,000 05/28/2009(1) 05/28/2018

Common

10,000 Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSTON RICHARD M 500 EAST PRATT STREET, SUITE 1200 X BALTIMORE, MD 21202

Signatures

/s/ Julie A. Piton as Attorney-in-Fact for Richard M. Johnston

05/29/2008

**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).
 - Exercisable cumulatively at a rate of 33.33% per annum commencing on the earlier of (i) the anniversary of the date of grant (May 28)
- (1) and (ii) the date on which the Company's annual meeting of stockholders is held that year, provided Mr. Johnston is a director immediately prior to such annual meeting.
- (2) Not applicable

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.

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