

Drachman David J  
 Form 4  
 February 10, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Drachman David J

2. Issuer Name and Ticker or Trading Symbol  
 AtriCure, Inc. [ATRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6217 CENTRE PARK DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/09/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO and Director

WEST CHESTER, OH 45069

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
Common Stock	02/09/2011		A	V	Amount: 100,000 Price: \$ 0 (1)	D	
Common Stock	02/09/2011		A	V	Amount: 20,000 Price: \$ 0 (2)	D	
Common Stock	02/09/2011		F	D	Amount: 6,240 (3) Price: \$ 11.2	D	

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

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number.

**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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.2	02/09/2011		A	50,000	02/09/2012 <sup>(4)</sup> 02/09/2021	Common Stock	50,000

## 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 and CEO and Director	

## Signatures

/s/ David J. Drachman 02/10/2011

\*\*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) Mr. Drachman acquired these shares pursuant to a Restricted Stock Award under the AtriCure, Inc. 2005 Equity Incentive Plan. The shares will vest 25% annually over four years from date of award.
- (2) Mr. Drachman acquired these shares pursuant to the vesting and release of a Performance Share Award under the AtriCure, Inc. 2005 Equity Incentive Plan. The award had both a Company performance goal and a service period requirement, which were both met. Vesting was approved by the Compensation Committee of the Board of Directors on February 9, 2011.
- (3) Mr. Drachman has elected to transfer 6,240 shares to the Company to satisfy the tax withholding obligation incurred upon the vesting and release of shares acquired pursuant to a Performance Share Award.
- (4) The option vests and is 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) 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.

## Edgar Filing: Drachman David J - Form 4

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