

AtriCure, Inc.
Form 4
March 06, 2015

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 *
Seith Douglas 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)
03/04/2015

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)

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/04/2015		S	3,000	D 17.43	154,415	D
					(1)		
Common Stock	03/04/2015		S	6,000	D 17.42	148,415	D
					(2)		
Common Stock	03/04/2015		S	10,700	D 17.44	137,715	D
					(3)		
Common Stock	03/04/2015		S	4,263	D \$ 17.42	133,452	D

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						(4)				
Common Stock	03/04/2015	M	1,513	A	\$ 11.63	134,965	D			
Common Stock	03/04/2015	M	1,487	A	\$ 12	136,452	D			
Common Stock	03/04/2015	S	3,000	D	\$ 17.41	133,452	D			
Common Stock	03/05/2015	S	3,633	D	\$ 17.74	129,819	D			
Common Stock	03/05/2015	M	1,144	A	\$ 12	130,963	D			
Common Stock	03/05/2015	S	1,144	D	\$ 17.73	129,819	D			
Common Stock	03/05/2015	S	1,000	D	\$ 17.72	128,819	D			
Common Stock	03/05/2015	S	3,948	D	\$ 17.75	124,871	D			
Common Stock						3,500	I			Held by spouse ⁽¹⁰⁾

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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Stock Option (right to buy)	\$ 11.63	03/04/2015	M	1,513	04/06/2006 ⁽¹¹⁾	04/06/2015	Common Stock	1,513
Stock Option (right to buy)	\$ 12	03/04/2015	M	1,487	08/05/2006 ⁽¹²⁾	08/05/2015	Common Stock	1,487
Stock Option (right to buy)	\$ 12	03/05/2015	M	1,144	08/05/2006 ⁽¹²⁾	08/05/2015	Common Stock	1,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seith Douglas J 6217 CENTRE PARK DRIVE WEST CHESTER, OH 45069			Chief Operating Officer	

Signatures

/s/ Douglas J.
Seith
03/06/2015

**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) This transaction was executed in multiple trades at prices ranging from \$17.28 to \$17.66 per share. The price reported above reflects the weighted average 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 \$17.28 to \$17.68 per share. The price reported above reflects the weighted average 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) This transaction was executed in multiple trades at prices ranging from \$17.28 to \$17.70 per share. The price reported above reflects the weighted average 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.
 - (4) This transaction was executed in multiple trades at prices ranging from \$17.28 to \$17.68 per share. The price reported above reflects the weighted average 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.
 - (5) This transaction was executed in multiple trades at prices ranging from \$17.26 to \$17.68 per share. The price reported above reflects the weighted average 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.
 - (6) This transaction was executed in multiple trades at prices ranging from \$17.57 to \$17.76 per share. The price reported above reflects the weighted average 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.

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- (7) This transaction was executed in multiple trades at prices ranging from \$17.57 to \$17.77 per share. The price reported above reflects the weighted average 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.
- (8) This transaction was executed in multiple trades at prices ranging from \$17.56 to \$17.77 per share. The price reported above reflects the weighted average 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.
- (9) This transaction was executed in multiple trades at prices ranging from \$17.75 to \$17.80 per share. The price reported above reflects the weighted average 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.
- (10) The Reporting Person disclaims beneficial ownership of these securities, except as to his pecuniary interest therein.
- (11) These options were granted on April 6, 2005 and are exercisable cumulatively at a rate of 25% per annum beginning one year from date of grant.
- (12) These options were granted on August 5, 2005 and are exercisable cumulatively at a rate of 25% per annum beginning one year from date of grant.

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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