

Piton Julie A
 Form 4
 February 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Piton Julie A

(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)
 02/09/2011

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 Fin & Admin & CFO

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 | (A) or (D) | Price |
| Common Stock | 02/09/2011 | | A | | 10,000 | A | \$ 0 (1) |
| Common Stock | 02/09/2011 | | A | | 13,000 | A | \$ 0 (2) |
| Common Stock | 02/09/2011 | | F | | 4,283 (3) | D | \$ 11.2 |

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 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 | 15,000 | 02/09/2012 ⁽⁴⁾ 02/09/2021 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Piton Julie A 6217 CENTRE PARK DRIVE WEST CHESTER, OH 45069 | | | VP Fin & Admin & CFO | |

Signatures

/s/ Julie A. Piton 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) Ms. Piton 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.
Ms. Piton 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.
- (2) Ms. Piton has elected to transfer 4,283 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.
- (3) 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.
- (4) Not applicable
- (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.

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