

AtriCure, Inc.
Form 4
May 20, 2008

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 *
Wrubel Lee R

(Last) (First) (Middle)

6033 SCHUMACHER 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)
05/16/2008

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)

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)			
			Code	V	Amount	(D)	Price			
Common Stock	05/16/2008		S		6,785	D	\$ 11.1	311,932	I	Held by Foundation Medical Partners, LP (1)
Common Stock	05/16/2008		S		2,882	D	\$ 11.11	309,050	I	Held by Foundation Medical Partners, LP (1)
Common Stock	05/16/2008		S		400	D	\$ 11.12	308,650	I	Held by Foundation

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Common Stock	05/16/2008	S	1,200	D	\$ 11.13	307,450	I	Medical Partners, LP <u>(1)</u> Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	1,140	D	\$ 11.15	306,310	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	900	D	\$ 11.17	305,410	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	400	D	\$ 11.18	305,010	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	400	D	\$ 11.19	304,610	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	4,260	D	\$ 11.2	300,350	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	1,700	D	\$ 11.21	298,650	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	773	D	\$ 11.22	297,877	I	Held by Foundation Medical Partners, LP <u>(1)</u>
Common Stock	05/16/2008	S	1,200	D	\$ 11.23	296,677	I	Held by Foundation Medical

Common Stock	05/16/2008	S	900	D	\$ 11.24	295,777	I	Partners, LP (1) Held by Foundation Medical Partners, LP (1) Held by Foundation Medical Partners, LP (1)
Common Stock	05/16/2008	S	60	D	\$ 11.26	295,717	I	Partners, LP (1) Held by Foundation Medical Partners, LP (1)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wrubel Lee R 6033 SCHUMACHER PARK DRIVE WEST CHESTER, OH 45069		X		

Signatures

/s/ Lee R.

05/20/2008

Wrubel

__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) Dr. Wrubel is a general partner of Foundation Medical Partners, LP. Dr. Wrubel disclaims beneficial ownership of the securities held by Foundation Medical Partners, LP, except as to his pecuniary interest therein.

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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