

AtriCure, Inc.
Form 4
April 10, 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 *
HARRISON DONALD C

(Last) (First) (Middle)

6033 SCHUMACHER PARK DR

(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)
01/01/2006

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)
Common Stock					194,079	D	
Common Stock	01/01/2006		J	667,472 D <u>(1)</u>	0	I	Held by CLS I-IV, LLC <u>(1)</u>
Common Stock	01/01/2006		J	8,989 D <u>(1)</u>	0	I	Held by Charter Advisors Fund IV, L.P. <u>(1)</u>
Common Stock	01/01/2006		J	28,506 D <u>(1)</u>	0	I	Held by Charter Entrepreneurs Fund IV, L.P.

(1)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON DONALD C 6033 SCHUMACHER PARK DR WEST CHESTER, OH 45069			X	

Signatures

/s/ Donald C. Harrison
04/10/2008

**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).

(1) Dr. Harrison was a manager of CLS I-IV, LLC until the fund was liquidated effective January 1, 2006. At this time, the issuer shares were transferred to Charter Ventures IV, L.P., an entity in which Dr. Harrison had no general partnership interest or managerial position. Thus, at this date, Dr. Harrison's beneficial ownership of these shares ceased. In addition, as of January 1, 2006, Dr. Harrison has no general partnership interest or managerial position in Charter Entrepreneurs Fund IV, L.P. or Charter Advisors Fund IV, L.P. (Dr. Harrison is a limited partner in Charter Entrepreneurs Fund IV, L.P.). Thus, Dr. Harrison does not have beneficial ownership of the shares held by either of these entities.

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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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