

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WELDON NORMAN R</u> (Last) (First) (Middle) 6 OCEAN CLUB DRIVE (Street) AMELIA ISLAND FL 32034 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AtriCure, Inc. [ATRC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	08/10/2005		C		78,752	A	\$0 ⁽¹⁾	115,594	I	Held by Wife ⁽²⁾
Common Stock	08/10/2005		C		171,502	A	\$0 ⁽¹⁾	171,502	I	Held by Partisan Management Group ⁽³⁾
Common Stock	08/10/2005		C		241,070	A	\$0 ⁽¹⁾	241,070	I	Held by The Weldon Foundation ⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	08/10/2005		C			21,691	(1)	(1)	Common Stock	21,691	\$0 ⁽¹⁾	0	I	Held by Wife ⁽²⁾
Series A Convertible Preferred Stock	(1)	08/10/2005		C			143,622	(1)	(1)	Common Stock	143,622	\$0 ⁽¹⁾	0	I	Held by Partisan Management Group ⁽³⁾
Series A Convertible Preferred Stock	(1)	08/10/2005		C			213,190	(1)	(1)	Common Stock	213,190	\$0 ⁽¹⁾	0	I	Held by The Weldon Foundation ⁽⁵⁾
Series B Convertible Preferred Stock	(1)	08/10/2005		C			57,061	(1)	(1)	Common Stock	57,061	\$0 ⁽¹⁾	0	I	Held by Wife ⁽²⁾
Series B Convertible Preferred Stock	(1)	08/10/2005		C			27,880	(1)	(1)	Common Stock	27,880	\$0 ⁽¹⁾	0	I	Held by Partisan Management Group ⁽³⁾
Series B Convertible Preferred Stock	(1)	08/10/2005		C			27,880	(1)	(1)	Common Stock	27,880	\$0 ⁽¹⁾	0	I	Held by The Weldon Foundation ⁽⁵⁾
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			17,118	08/10/2005	(4)	Series B Convertible Preferred Stock	17,118	\$0 ⁽⁶⁾	0	I	Held by Wife ⁽²⁾
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			8,363	08/10/2005	(4)	Series B Convertible Preferred Stock	8,363	\$0 ⁽⁶⁾	0	I	Held by Partisan Management Group ⁽³⁾

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			8,363	08/10/2005	(4)	Series B Convertible Preferred Stock	8,363	\$0 ⁽⁶⁾	0	I	Held by The Weldon Foundation ⁽⁵⁾
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C		17,118		08/10/2005	(4)	Common Stock	17,118	\$0 ⁽⁶⁾	17,118	I	Held by Wife ⁽²⁾
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C		8,363		08/10/2005	(4)	Common Stock	8,363	\$0 ⁽⁶⁾	8,363	I	Held by Partisan Management Group ⁽³⁾
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C		8,363		08/10/2005	(4)	Common Stock	8,363	\$0 ⁽⁶⁾	8,363	I	Held by The Weldon Foundation ⁽⁵⁾

Explanation of Responses:

- The shares of Preferred Stock automatically converted on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- Dr. Weldon disclaims beneficial ownership of the securities held by his wife, except as to his pecuniary interest therein.
- Dr. Weldon is a Managing Director of Partisan Management Group. Dr. Weldon disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- Warrants expire on August 10, 2006 (one year from the date of the Issuer's initial public offering).
- Dr. Weldon is the President of The Weldon Foundation. Dr. Weldon disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- The shares of Series B Convertible Preferred Stock issuable upon conversion of the Warrants automatically converted on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.

/s/ Thomas J. Etergino as
Attorney-in-Fact for Norman R. Weldon 08/15/2005

** Signature of Reporting Person Date

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

* 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).

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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