

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>JOHNSTON RICHARD M</u>  (Last) (First) (Middle) <u>500 EAST PRATT STREET</u> <u>SUITE 1200</u>  (Street) <u>BATIMORE MD 21202</u>  (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) <u>02/24/2011</u>	
	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	02/24/2011		S		11,132	D	\$10.1143 <sup>(1)</sup>	958,093	I	Held by Camden Partners Strategic Fund II-A, LP <sup>(3)</sup>
Common Stock	02/24/2011		S		660	D	\$10.1143 <sup>(2)</sup>	56,836	I	Held by Camden Partners Strategic Fund II-B, LP <sup>(4)</sup>
Common Stock	02/25/2011		S		12,533	D	\$10.1006 <sup>(5)</sup>	945,560	I	Held by Camden Partners Strategic Fund II-A, LP <sup>(3)</sup>
Common Stock	02/25/2011		S		744	D	\$10.1006 <sup>(6)</sup>	56,092	I	Held by Camden Partners Strategic Fund II-B, LP <sup>(4)</sup>
Common Stock								11,658	I	Held by Camden Partners Holdings, LLC <sup>(7)</sup>

**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					

**Explanation of Responses:**

1. Prices range from \$10.050 per share to \$10.145 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.

2. Prices range from \$10.050 per share to \$10.145 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
3. Mr. Johnston is a managing member of Camden Partners Holdings, LLC, which provides investment and management advisory services to Camden Partners Strategic Fund II-A, LP. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
4. Mr. Johnston is a managing member of Camden Partners Holdings, LLC, which provides investment and management advisory services to Camden Partners Strategic Fund II-B, LP. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
5. Prices range from \$10.080 per share to \$10.120 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
6. Prices range from \$10.080 per share to \$10.120 per share. The reporting person undertakes to provide full pricing information if requested by the Securities and Exchange Commission, the Issuer or a security holder of the Issuer.
7. Mr. Johnston is a managing member of Camden Partners Holdings, LLC. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

/s/ Julie A. Piton as Attorney-  
in-Fact for Richard M.                      02/28/2011  
Johnston

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**