

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>JOHNSTON RICHARD M</u> (Last) (First) (Middle) <u>ONE SOUTH STREET, SUITE 2150</u> (Street) <u>BALTIMORE 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>08/10/2005</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	08/10/2005		C		868,605	A	\$0 ⁽¹⁾	868,605	I	Held by Camden Partners Strategic Fund II-A, L.P. ⁽²⁾
Common Stock	08/10/2005		C		51,527	A	\$0 ⁽¹⁾	51,527	I	Held by Camden Partners Strategic Fund II-B, L.P. ⁽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
Series B Convertible Preferred Stock	(1)	08/10/2005		C		868,605		(1)	(1)	Common Stock	868,605	\$0 ⁽¹⁾	0	I	Held by Camden Partners Strategic Fund II-A, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(1)	08/10/2005		C		51,527		(1)	(1)	Common Stock	51,527	\$0 ⁽¹⁾	0	I	Held by Camden Partners Strategic Fund II-B, L.P. ⁽³⁾

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.
- 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, L.P. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.
- 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, L.P. Mr. Johnston disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

/s/ Thomas J. Etergino as
Attorney-in-Fact for Richard M. Johnston 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 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.