

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>HARRISON DONALD C</u> (Last) (First) (Middle) 525 UNIVERSITY AVENUE, SUITE 1400 (Street) PALO ALTO CA 94301 (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	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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		127,502	A	\$0 ⁽¹⁾	193,291	D	
Common Stock	08/10/2005		C		749,500	A	\$0 ⁽¹⁾	749,500	I	Held by CLS I-IV, LLC ⁽²⁾
Common Stock	08/10/2005		C		8,989	A	\$0 ⁽¹⁾	8,989	I	Held by Charter Advisors Fund IV, L.P. ⁽⁴⁾
Common Stock	08/10/2005		C		28,506	A	\$0 ⁽¹⁾	28,506	I	Held by Charter Entrepreneurs Fund IV, L.P. ⁽⁶⁾
Common Stock	08/10/2005		S		82,028	D	\$11.16	667,472	I	Held by CLS I-IV, LLC ⁽²⁾
Common Stock	08/10/2005		S		937	D	\$11.16	8,052	I	Held by Charter Advisors Fund IV, L.P. ⁽⁴⁾
Common Stock	08/10/2005		S		2,972	D	\$11.16	25,534	I	Held by Charter Entrepreneurs Fund IV, L.P. ⁽⁶⁾

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 A Convertible Preferred Stock	(1)	08/10/2005		C			98,135	(1)	(1)	Common Stock	98,135	\$0 ⁽¹⁾	0	D	
Series B Convertible Preferred Stock	(1)	08/10/2005		C			29,367	(1)	(1)	Common Stock	29,367	\$0 ⁽¹⁾	0	D	
Series A Convertible Preferred Stock	(1)	08/10/2005		C			397,809	(1)	(1)	Common Stock	397,809	\$0 ⁽¹⁾	0	I	Held by CLS I-IV, LLC ⁽²⁾
Series A Convertible Preferred Stock	(1)	08/10/2005		C			4,771	(1)	(1)	Common Stock	4,771	\$0 ⁽¹⁾	0	I	Held by Charter Advisors Fund IV, L.P. ⁽⁴⁾

**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			15,130	(1)	(1)	Common Stock	15,130	\$0 ⁽¹⁾	0	I	Held by Charter Entrepreneurs Fund IV, L.P. (6)
Series B Convertible Preferred Stock	(1)	08/10/2005		C			351,691	(1)	(1)	Common Stock	351,691	\$0 ⁽¹⁾	0	I	Held by CLS I-IV, LLC ⁽²⁾
Series B Convertible Preferred Stock	(1)	08/10/2005		C			4,218	(1)	(1)	Common Stock	4,218	\$0 ⁽¹⁾	0	I	Held by Charter Advisors Fund IV, L.P. (4)
Series B Convertible Preferred Stock	(1)	08/10/2005		C			13,376	(1)	(1)	Common Stock	13,376	\$0 ⁽¹⁾	0	I	Held by Charter Entrepreneurs Fund IV, L.P. (6)
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			8,810	08/10/2005	(3)	Series B Convertible Preferred Stock	8,810	\$0 ⁽⁵⁾	0	D	
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			34,833	08/10/2005	(3)	Series B Convertible Preferred Stock	34,833	\$0 ⁽⁵⁾	0	I	Held by CLS I-IV, LLC ⁽²⁾
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			661	08/10/2005	(3)	Series B Convertible Preferred Stock	661	\$0 ⁽⁵⁾	0	I	Held by Charter Advisors Fund IV, L.P. (4)
Preferred Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			1,865	08/10/2005	(3)	Series B Convertible Preferred Stock	1,865	\$0 ⁽⁵⁾	0	I	Held by Charter Entrepreneurs Fund IV, L.P. (6)
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			8,810	08/10/2005	(3)	Common Stock	8,810	\$0 ⁽⁵⁾	8,810	D	
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			34,833	08/10/2005	(3)	Common Stock	34,833	\$0 ⁽⁵⁾	34,833	I	Held by CLS I-IV, LLC ⁽²⁾
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			661	08/10/2005	(3)	Common Stock	661	\$0 ⁽⁵⁾	661	I	Held by Charter Advisors Fund IV, L.P. (4)
Common Stock Warrants (Right to Buy)	\$5.43	08/10/2005		C			1,865	08/10/2005	(3)	Common Stock	1,865	\$0 ⁽⁵⁾	1,865	I	Held by Charter Entrepreneurs Fund IV, L.P. (6)

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. Harrison is a manager of CLS I-IV, LLC and 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. Harrison 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.
- Dr. Harrison disclaims beneficial ownership of the securities held by this entity, except as to his pecuniary interest therein.

/s/ Thomas J. Etergino
Attorney-in-Fact for Donald C. Harrison 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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