HARRISON DONALD C

Form 3/A January 25, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

SUITE 1400

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

08/05/2005

AtriCure, Inc. [ATRC]

5. If Amendment, Date Original

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

08/18/2005

(Check all applicable)

(Street)

525 UNIVERSITY AVENUE,

_X__ Director Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

PALO ALTO, Â CAÂ 94301

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Conversion or Exercise Price of Derivative

4.

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration

Date

Title

Amount or Number of Shares

Security: Security Direct (D)

or Indirect (I)

1

(Instr. 5)

Stock Option (Right to Buy) $08/05/2006\underline{^{(1)}} \quad 08/05/2015 \quad \begin{array}{c} Common \\ Stock \end{array} \quad 10,000\,\underline{^{(2)}} \quad \$\,12 \qquad \qquad D \qquad \hat{A}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HARRISON DONALD C

525 UNIVERSITY AVENUE, SUITE 1400 Â X Â

PALO ALTO, CAÂ 94301

Signatures

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

01/25/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Exercisable cumulatively at a rate of 25% per annum commencing on August 5, 2006 (one year from the date of grant).
- (2) These shares were omitted from the reporting person's original Form 3.

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Remarks:

Please note that in the original Form 3 filed, the Date of Event Requiring Statement was noted a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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