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MEDASSETS INC

Reported by

RUTHERFORD JOHN C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/27/12 for the Period Ending 02/24/12

Address	100 NORTH POINT CENTER EAST SUITE 200 ALPHARETTA, GA 30022
Telephone	6783232500
CIK	0001254419
Symbol	MDAS
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

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FORM 4

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

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Rutherford John C (Last) (First) (Middle)	**MEDASSETS INC [MDAS]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
100 NORTH POINT CENTER EAST, SUITE 200 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/24/2012**	
ALPHARETTA, GA 30022 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Stock-Settled Stock Appreciation Rights	**$14.1**	**2/24/2012**		**A**		**19681**		(1)	**2/24/2019**	**Common Stock**	**19681**	**$ 0**	**19681**	**D**	
Stock-Settled Stock Appreciation Rights	**$12.98**							(2)	**1/15/2016**	**Common Stock**	**14992**		**14992**	**D**	
Stock-Settled Stock Appreciation Rights	**$21.27**							(3)	**1/15/2017**	**Common Stock**	**15186**		**15186**	**D**	
Stock-Settled Stock Appreciation Rights	**$16.04**							(4)	**5/9/2018**	**Common Stock**	**16584**		**16584**	**D**	

Explanation of Responses:

(1) The reporting person was granted these SSARs on February 24, 2012. The SSARs vest 1/4 beginning on March 1, 2012 and equally monthly thereafter such that 100% of the SSARs will be fully vested on December 1, 2012.

(2) The reporting person was granted these SSARs on January 15, 2009 and are fully vested.

(3) The reporting person was granted these SSARs on January 15, 2010 and are fully vested.

(4) The reporting person was granted these SSARs on May 9, 2011 and are fully vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rutherford John C **100 NORTH POINT CENTER EAST** **SUITE 200** **ALPHARETTA, GA 30022**	**X**			

Signatures

/s/ Christopher K. Logsdon, Attorney-In-Fact **2/27/2012**

** 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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