

ATHEROS COMMUNICATIONS INC
 Form 4
 September 20, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LAZAR JACK R

2. Issuer Name and Ticker or Trading Symbol
 ATHEROS COMMUNICATIONS INC [ATHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Financial Officer and VP

C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

SANTA CLARA,, CA 95054

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/18/2007 | | M | 13,750 A | \$ 10.03 20,417 | D | |
| Common Stock | 09/18/2007 | | M | 36,250 A | \$ 14.38 56,667 | D | |
| Common Stock | 09/18/2007 | | S ⁽¹⁾ | 100 D | \$ 32.28 56,567 | D | |
| Common Stock | 09/18/2007 | | S ⁽¹⁾ | 1,200 D | \$ 32.25 55,367 | D | |
| | 09/18/2007 | | S ⁽¹⁾ | 1,062 D | \$ 32.24 54,305 | D | |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 100 | D | \$ 32.23 | 54,205 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 1,600 | D | \$ 32.22 | 52,605 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 500 | D | \$ 32.21 | 52,105 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 600 | D | \$ 32.2 | 51,505 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 1,600 | D | \$ 32.18 | 49,905 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 1,300 | D | \$ 32.17 | 48,605 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 900 | D | \$ 32.16 | 47,705 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 438 | D | \$ 32.15 | 47,267 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 700 | D | \$ 32.14 | 46,567 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 700 | D | \$ 32.13 | 45,867 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 3,700 | D | \$ 32.12 | 42,167 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 2,300 | D | \$ 32.11 | 39,867 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 300 | D | \$ 32.105 | 39,567 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 4,200 | D | \$ 32.1 | 35,367 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 1,500 | D | \$ 32.09 | 33,867 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 481 | D | \$ 32.08 | 33,386 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 19 | D | \$ 32.07 | 33,367 | D |
| Common Stock | 09/18/2007 | <u>S(1)</u> | 26,700 | D | \$ 32.01 | 6,667 | D |

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

Persons who respond to the collection of information contained in this form are not

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 10.03 | 09/18/2007 | | M | 13,750 | <u>(2)</u> 01/21/2015 | Common Stock 13,750 |
| Employee Stock Options (right to buy) | \$ 14.38 | 09/18/2007 | | M | 36,250 | <u>(3)</u> 01/18/2011 | Common Stock 36,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAZAR JACK R
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA,, CA 95054

Chief Financial Officer and VP

Signatures

Bruce P. Johnson,
Attorney-in-fact 09/20/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2)

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25% of the options became exercisable on 1/21/2006, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/21/2006.

(3) The options become exercisable in 48 equal monthly installments commencing on 2/18/2006.

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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