

ATHEROS COMMUNICATIONS INC

Form 4

December 19, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
**12/17/2007**

Director  10% Owner  
 Officer (give title below)  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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/17/2007		S <sup>(1)</sup>	100 D \$ 29.458	28,151	D	
Common Stock	12/17/2007		S <sup>(1)</sup>	2,300 D \$ 29.45	25,851	D	
Common Stock	12/17/2007		S <sup>(1)</sup>	100 D \$ 29.449	25,751	D	
Common Stock	12/17/2007		S <sup>(1)</sup>	100 D \$ 29.447	25,651	D	
	12/17/2007		S <sup>(1)</sup>	400 D \$ 29.44	25,251	D	

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	1,500	D	\$ 29.43	23,751	D
Common Stock	12/17/2007	<u>S(1)</u>	1,000	D	\$ 29.42	22,751	D
Common Stock	12/17/2007	<u>S(1)</u>	500	D	\$ 29.41	22,251	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.4	21,851	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.39	21,751	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.36	21,451	D
Common Stock	12/17/2007	<u>S(1)</u>	500	D	\$ 29.35	20,951	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.349	20,851	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.34	20,751	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.31	20,451	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.29	19,851	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.28	19,651	D
Common Stock	12/17/2007	<u>S(1)</u>	984	D	\$ 29.27	18,667	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.26	18,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.259	17,967	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.24	17,867	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.23	17,167	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.17	17,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.159	16,967	D
	12/17/2007	<u>S(1)</u>	400	D	\$ 29.14	16,567	D



## 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.

### Remarks:

Remarks: Form 4 Filing 3 of 4 (continuation report): Related transactions effected by the Reporting Person on December 17,

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.