#### ATHEROS COMMUNICATIONS INC

Form 4 May 21, 2008

## FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Szilagyi Gary Issuer Symbol ATHEROS COMMUNICATIONS (Check all applicable) INC [ATHR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O ATHEROS 05/19/2008 Vice President Sales COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_\_ Form filed by More than One Reporting

SANTA CLARA,, CA 95054

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 05/19/2008 33,365 D M 20,000 Α Stock 14.38 Common 05/19/2008  $S^{(1)}$ 300 \$ 32.2 33.065 D D Stock Common  $S^{(1)}$ 200 05/19/2008 D 32,865 D Stock Common  $S^{(1)}$ 05/19/2008 1,000 D 31,865 D Stock 05/19/2008  $S^{(1)}$ 1,000 D 30,865 D

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Common Stock					\$ 32.11			
Common Stock	05/19/2008	S(1)	500	D	\$ 32.1	30,365	D	
Common Stock	05/19/2008	S(1)	1,800	D	\$ 32.08	28,565	D	
Common Stock	05/19/2008	S(1)	300	D	\$ 32.06	28,265	D	
Common Stock	05/19/2008	S(1)	300	D	\$ 32.05	27,965	D	
Common Stock	05/19/2008	S(1)	500	D	\$ 32.04	27,465	D	
Common Stock	05/19/2008	S(1)	500	D	\$ 32.03	26,965	D	
Common Stock	05/19/2008	S(1)	400	D	\$ 32.02	26,565	D	
Common Stock	05/19/2008	S(1)	400	D	\$ 32.01	26,165	D	
Common Stock	05/19/2008	S(1)	12,800	D	\$ 32	13,365	D	
Common Stock						4,847	I	See Footnote

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

SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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	\$ 14.38	05/19/2008		M	20,000	<u>(3)</u>	01/18/2016	Common	20,000

Stock Stock

Options (right to buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Szilagyi Gary C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Vice President Sales

## **Signatures**

Bruce P. Johnson, Attorney-in-fact 05/19/2008

\*\*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) By the Szilagyi Family Revocable Trust
- (3) 25% of the options became exercisable on 1/18/2007, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/18/2007.

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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