

ATHEROS COMMUNICATIONS INC
 Form 4
 September 20, 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)
 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)	
			Code	V	Amount	(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

Edgar Filing: ATHEROS COMMUNICATIONS INC - Form 4

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

SEC 1474
(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)		
						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
Date: 09/20/2007

 Signature of Reporting Person

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)

Edgar Filing: ATHEROS COMMUNICATIONS INC - Form 4

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.

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.