

ATHEROS COMMUNICATIONS INC

Form 4

December 19, 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)
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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/17/2007		S ⁽¹⁾	D	\$ 29.788	37,867	D
Common Stock	12/17/2007		S ⁽¹⁾	D	\$ 29.78	37,767	D
Common Stock	12/17/2007		S ⁽¹⁾	D	\$ 29.699	37,667	D
Common Stock	12/17/2007		S ⁽¹⁾	D	\$ 29.696	37,467	D
	12/17/2007		S ⁽¹⁾	D	\$ 29.65	37,367	D

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.63	36,967	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.627	36,867	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.62	36,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.61	36,367	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.608	36,167	D
Common Stock	12/17/2007	<u>S(1)</u>	1,300	D	\$ 29.6	34,867	D
Common Stock	12/17/2007	<u>S(1)</u>	800	D	\$ 29.59	34,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.589	33,967	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.58	33,367	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.579	33,167	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.57	32,467	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.568	32,267	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.55	32,167	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.54	31,767	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.53	31,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.52	31,367	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.517	31,267	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.5	31,067	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.49	30,467	D
	12/17/2007	<u>S(1)</u>	316	D	\$ 29.48	30,151	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 2 of 4 (continuation report): Related transactions effected by Reporting Person on December 17, 200

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.