

ATHEROS COMMUNICATIONS INC

Form 4

September 20, 2007

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**ATHEROS COMMUNICATIONS
INC [ATHR]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	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.

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SEC 1474
(9-02)

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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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