

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

(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)  
12/17/2007

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	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

Common  
Stock

Common Stock 12/17/2007 S<sup>(1)</sup> 600 D \$ 29.13 15,967 D

Common Stock 12/17/2007 S<sup>(1)</sup> 400 D \$ 29.12 15,567 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)		

## 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 12/19/2007

    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.

### 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.