ATHEROS COMMUNICATIONS INC

Form 4

January 11, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

OMB APPROVAL

See Instruction 1(b).

(Print or Type Responses)

(Print or Type Re	esponses)					
1. Name and Address of Reporting Person * BAHR RICHARD G		rting Person *	2. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS INC [ATHR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O ATHER COMMUNIC GREAT AM	CATIONS,		3. Date of Earliest Transaction (Month/Day/Year) 01/10/2007	Director 10% Owner Other (give title Other (specify below) Vice President Engineering		
SANTA CLA	(Street)	5054	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit oper Dispos (Instr. 3, 4	ed of (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)
Common Stock	01/10/2007		M	116	A	\$ 1.72	66,702 (1)	I	See Footnote (2)
Common Stock	01/10/2007		M	39,884	A	\$ 9.333	106,586	I	See Footnote (2)
Common Stock	01/10/2007		S(3)	300	D	\$ 23.99	106,286	I	See Footnote

Common Stock	01/10/2007	S(3)	100	D	\$ 23.985	106,186	I	See Footnote
Common Stock	01/10/2007	S(3)	400	D	\$ 23.97	105,786	I	See Footnote
Common Stock	01/10/2007	S(3)	32	D	\$ 23.91	105,754	I	See Footnote
Common Stock	01/10/2007	S(3)	200	D	\$ 23.88	105,554	I	See Footnote
Common Stock	01/10/2007	S(3)	600	D	\$ 23.86	104,954	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	100	D	\$ 23.85	104,854	I	See Footnote
Common Stock	01/10/2007	S(3)	400	D	\$ 23.82	104,454	I	See Footnote
Common Stock	01/10/2007	S(3)	1,000	D	\$ 23.8	103,454	I	See Footnote
Common Stock	01/10/2007	S(3)	1,100	D	\$ 23.79	102,354	I	See Footnote
Common Stock	01/10/2007	S(3)	3,450	D	\$ 23.75	98,904	I	See Footnote
Common Stock	01/10/2007	S(3)	350	D	\$ 23.74	98,554	I	See Footnote
Common Stock	01/10/2007	S(3)	2,400	D	\$ 23.73	96,154	I	See Footnote
Common Stock	01/10/2007	S(3)	700	D	\$ 23.72	95,454	I	See Footnote
Common Stock	01/10/2007	S(3)	1,300	D	\$ 23.71	94,154	I	See Footnote
Common Stock	01/10/2007	S(3)	4,500	D	\$ 23.7	89,654	I	See Footnote

								(2)
Common Stock	01/10/2007	S(3)	100	D	\$ 23.69	89,554	I	See Footnote
Common Stock	01/10/2007	S(3)	1,800	D	\$ 23.68	87,754	I	See Footnote
Common Stock	01/10/2007	S(3)	800	D	\$ 23.67	86,954	I	See Footnote
Common Stock	01/10/2007	S(3)	1,500	D	\$ 23.66	85,454	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	968	D	\$ 23.65	84,486	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	500	D	\$ 23.64	83,986	I	See Footnote
Common Stock	01/10/2007	S(3)	1,544	D	\$ 23.61	82,442	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	2,156	D	\$ 23.6	80,286	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	1,000	D	\$ 23.59	79,286	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	1,525	D	\$ 23.58	77,761	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	200	D	\$ 23.57	77,561	I	See Footnote (2)
Common Stock	01/10/2007	S(3)	875	D	\$ 23.55	76,686	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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 6. Date Exerci Expiration Date (Month/Day/Y)				7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Employee Stock Option (right to buy)	\$ 1.72	01/10/2007		M	116	03/12/2003(4)	03/12/2013	Common Stock	110	
Employee Stock Option (right to buy)	\$ 9.333	01/10/2007		M	39,884	01/14/2004(5)	01/14/2014	Common Stock	39,8	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BAHR RICHARD G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Vice President Engineering

Signatures

Bruce P. Johnson, Attorney-in-fact 01/11/2007

**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) Includes 389 shares acquired in November 2006 pursuant to the 2004 Employee Stock Purchase Plan.
- (2) By the Bahr Family Trust
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (4) All of the options became exercisable on 3/12/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapses in 48 equal monthly installments beginning on 3/28/2003.

Reporting Owners 4

All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 1/14/2005, and lapses as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on January 10, 20 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.