

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
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/17/2007		M		12,084 A \$ 2.26	18,751	D
Common Stock	12/17/2007		M		3,750 A \$ 10.03	22,501	D
Common Stock	12/17/2007		M		11,666 A \$ 14.38	34,167	D
Common Stock	12/17/2007		M		12,500 A \$ 24.4	46,667	D
	12/17/2007		S(1)		100 D \$ 30.21	46,567	D

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 30.2	46,267	D
Common Stock	12/17/2007	<u>S(1)</u>	1,200	D	\$ 30.19	45,067	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 30.18	44,867	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 30.16	44,767	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 30.07	44,667	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 30.06	44,567	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 30.02	44,467	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 30.01	44,067	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 30	43,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.99	43,367	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29,985	43,267	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.98	43,167	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29,968	43,067	D
Common Stock	12/17/2007	<u>S(1)</u>	1,200	D	\$ 29.96	41,867	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29,959	41,767	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29,958	41,467	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29,957	41,267	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29,955	41,067	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.95	40,367	D
	12/17/2007	<u>S(1)</u>	200	D	\$ 29.94	40,167	D

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Common Stock							
Common Stock	12/17/2007	S ⁽¹⁾	100	D	\$ 29.93	40,067	D
Common Stock	12/17/2007	S ⁽¹⁾	200	D	\$ 29.92	39,867	D
Common Stock	12/17/2007	S ⁽¹⁾	600	D	\$ 29.91	39,267	D
Common Stock	12/17/2007	S ⁽¹⁾	600	D	\$ 29.81	38,667	D
Common Stock	12/17/2007	S ⁽¹⁾	300	D	\$ 29.79	38,367	D

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

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(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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 2.26	12/17/2007		M	12,084	10/03/2003 ⁽²⁾ 10/03/2013	Common Stock	12,084
Employee Stock Options (right to buy)	\$ 10.03	12/17/2007		M	3,750	⁽³⁾ 01/21/2015	Common Stock	3,750
Employee Stock Options (right to buy)	\$ 14.38	12/17/2007		M	11,666	⁽⁴⁾ 01/18/2011	Common Stock	11,666

buy)

Employee

Stock

Options

(right to

buy)

\$ 24.4

12/17/2007

M

12,500

(5)

02/01/2014

Common
Stock

12,5

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.
All of the options became exercisable on 10/03/2003. The shares underlying the options are subject to the issuer's right of repurchase which lapses as to 25% of the shares on 09/29/2004, and lapsed as to the remaining shares in 36 equal monthly installments beginning on 10/29/2004.
- (2) 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.
- (4) The options become exercisable in 48 equal monthly installments commencing on 3/02/2007.
- (5) The options become exercisable in 48 equal monthly installments commencing on 3/02/2007.

Remarks:

Remarks: Form 4 Filing 1 of 4 (continuation report): Related transactions effected by Reporting Person on December 17, 2007.

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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