ATHEROS COMMUNICATIONS INC

Form 4 April 09, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires: 2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TACHNER ADAM H	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) C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2008	Director 10% Owner _X Officer (give title Other (specify below) VP & General Counsel			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year)

SANTA CLARA,, CA 95054

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly 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 corr Dispos (Instr. 3,	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	04/08/2008		M	10,000	A	\$ 3.34	21,334	D	
Common Stock	04/08/2008		S <u>(1)</u>	400	D	\$ 23.5	20,934	D	
Common Stock	04/08/2008		S <u>(1)</u>	100	D	\$ 23.35	20,834	D	
Common Stock	04/08/2008		S <u>(1)</u>	100	D	\$ 23.34	20,734	D	
	04/08/2008		S(1)	100	D	\$ 23.33	20,634	D	

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Common Stock						
Common Stock	04/08/2008	S(1)	400	D	\$ 23.32 20,234	D
Common Stock	04/08/2008	S(1)	300	D	\$ 23.31 19,934	D
Common Stock	04/08/2008	S <u>(1)</u>	100	D	\$ 23.295 19,834	D
Common Stock	04/08/2008	S <u>(1)</u>	200	D	\$ 23.28 19,634	D
Common Stock	04/08/2008	S(1)	100	D	\$ 23.27 19,534	D
Common Stock	04/08/2008	S(1)	200	D	\$ 23.21 19,334	D
Common Stock	04/08/2008	S(1)	600	D	\$ 23.2 18,734	D
Common Stock	04/08/2008	S(1)	300	D	\$ 23.19 18,434	D
Common Stock	04/08/2008	S(1)	400	D	\$ 23.18 18,034	D
Common Stock	04/08/2008	S(1)	1,300	D	\$ 23.17 16,734	D
Common Stock	04/08/2008	S <u>(1)</u>	100	D	\$ 23.16 16,634	D
Common Stock	04/08/2008	S(1)	400	D	\$ 23.15 16,234	D
Common Stock	04/08/2008	S(1)	1,400	D	\$ 23.14 14,834	D
Common Stock	04/08/2008	S(1)	500	D	\$ 23.13 14,334	D
Common Stock	04/08/2008	S(1)	200	D	\$ 23.12 14,134	D
Common Stock	04/08/2008	S(1)	900	D	\$ 23.1 13,234	D
Common Stock	04/08/2008	S(1)	500	D	\$ 23.09 12,734	D
Common Stock	04/08/2008	S(1)	100	D	\$ 23.08 12,634	D
Common Stock	04/08/2008	S(1)	800	D	\$ 23.07 11,834	D
	04/08/2008	S(1)	200	D	\$ 23.06 11,634	D

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Common Stock

Common Stock 04/08/2008 S(1) 300 D \$ 23.05 11,334 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	ion (Month/Day/Year) Execution Date, if TransactionDerivative ise any Code Securities (Month/Day/Year) (Instr. 8) Acquired (Augustian of the control of the		Securities Acquired (A) or Disposed of	erivative Expiration Date courities (Month/Day/Year) coquired (A) Disposed of		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right to	\$ 3.34	04/08/2008		M	10,000	11/12/2003(2)	11/12/2013	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TACHNER ADAM H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

VP & General Counsel

Relationships

Signatures

buy)

Bruce P. Johnson, Attorney-in-fact 04/09/2008

**Signature of Reporting Person Date

Reporting Owners 3

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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 11/12/2003. The shares underlying the options are subject to the issuer's right of repurchase that
- (2) lapsed as to 25% of the shares on 8/13/2004, and lapsed as to the remaining shares in 36 equal monthly installments beginning on 9/13/2004.

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.