ATHEROS COMMUNICATIONS INC

Form 4 May 29, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type R	Responses)							
1. Name and A Naskar Ben	Symbol	ROS CON	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
COMMUNI	(Last) (First) (Middle) 3. Date of (Month/E)/O ATHEROS 05/28/2 OMMUNICATIONS, INC., 5480 REAT AMERICA PARKWAY			ransaction	Director 10% Owner Officer (give title Other (specify below) Vice President & GM			
SANTA CL	Filed(Mo	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) Tab	le I - Non-I	Derivative Securities Acq		f, 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. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)		

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								
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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/28/2008		S	500	D	\$ 32.46	40,979 (1)	D		
Common Stock	05/28/2008		S	500	D	\$ 32.45	40,479	D		
Common Stock	05/28/2008		S	1,000	D	\$ 32.41	39,479	D		
Common Stock	05/28/2008		S	179	D	\$ 32.4	39,300	D		
	05/28/2008		S	500	D		38,800	D		

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Common Stock					\$ 32.35	
Common Stock	05/28/2008	S	300	D	\$ 32.34 38,500	D
Common Stock	05/28/2008	S	500	D	\$ 32.31 38,000	D
Common Stock	05/28/2008	S	500	D	\$ 32.3 37,500	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)	4. Transa Code (Instr.	ection	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other

Naskar Ben D C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY

Vice President & GM

SANTA CLARA,, CA 95054 **Signatures**

Bruce P. Johnson, 05/29/2008 Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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) Includes 1,479 shares acquired in May 2008 pursuant to the 2004 Employee Stock Purchase Plan.

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.