MENG TERESA H Form 4 May 24, 2011

## FORM 4

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

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

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

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**MENG TERESA H** Issuer Symbol ATHEROS COMMUNICATIONS (Check all applicable) INC [ATHR] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O ATHEROS 05/24/2011 COMMUNICATIONS, INC., 1700 TECHNOLOGY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **SAN JOSE,, CA 95110** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code Beneficially (D) or Beneficial (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code Amount (D) See Common 04/27/2011 G 10,000 D \$0 60,000 Footnote Stock (2) See Common 05/24/2011 D 60,000 D I Footnote Stock (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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## $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of or 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<br>C<br>S<br>(1 |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|-------------------|
|   |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 1.72   | 05/24/2011                              |   | D                                      | 40,000   | (3)  | 03/12/2012         | Common<br>Stock   | 40,000                              |                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 1.72   | 05/24/2011                              |   | D                                      | 33,750   | (3)  | 03/11/2013         | Common<br>Stock   | 33,750                              |                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 9.34   | 05/24/2011                              |   | D                                      | 33,750   | (3)  | 01/13/2014         | Common<br>Stock   | 33,750                              |                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 10.03  | 05/24/2011                              |   | D                                      | 30,000   | (3)  | 01/20/2015         | Common<br>Stock   | 30,000                              |                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 14.38  | 05/24/2011                              |   | D                                      | 7,500  | (3)  | 01/17/2016         | Common<br>Stock   | 7,500                               |                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 24.4   | 05/24/2011                              |   | D                                      | 7,500  | (3)  | 02/01/2017         | Common<br>Stock   | 7,500                               | \$                |
|   | \$ 27.37  | 05/24/2011                              |   | D                                      | 7,500  | (3)  | 02/12/2018         |   | 7,500                               |                   |

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| Director<br>Stock<br>Options<br>(right to<br>buy) |          |            |   |       |     |            | Common<br>Stock |       |
|---|----------|------------|---|-------|-----|------------|-----------------|-------|
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$ 16.04 | 05/24/2011 | D | 7,500 | (3) | 05/21/2019 | Common<br>Stock | 7,500 |
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$ 33.12 | 05/24/2011 | D | 7,500 | (3) | 05/23/2020 | Common<br>Stock | 7,500 |

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MENG TERESA H C/O ATHEROS COMMUNICATIONS, INC. 1700 TECHNOLOGY DRIVE SAN JOSE,, CA 95110

## **Signatures**

Bruce P. Johnson, Attorney-in-fact 05/24/2011

\*\*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).

X

- Disposed of pursuant to that certain Agreement and Plan of Merger dated as of January 5, 2011 (the "Merger Agreement"), by and among Atheros Communications, Inc., a Delaware corporation (the "Issuer"), Qualcomm Incorporated, a Delaware corporation ("Qualcomm"),
- (1) and T Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Qualcomm ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer with the Issuer surviving the merger as a wholly owned subsidiary of Qualcomm (the "Merger"), in exchange for \$45.00 per share on the effective date of the Merger.
- (2) By Teresa H. Meng Trust
- (3) The options are fully vested and exercisable.
- This option was cancelled and converted into the right to receive a cash payment equal to the number of shares of the Issuer's common stock underlying this option multiplied by the amount, if any, that \$45.00 exceeded the exercise price of this option, less any applicable withholding taxes, pursuant to the Merger Agreement.

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.

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