Edgar Filing: ATHEROS COMMUNICATIONS INC - Form 4

ATHEROS COMMUNICATIONS INC

Form 4

January 24, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB 3235-0287 Number: January 31, Expires: 2005

0.5

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 Responses)

1. Name and Ad HENNESSY	*	orting Person *	Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ATHEROS COMMUNICATIONS INC [ATHR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify			
C/O ATHEROS			01/24/2007	below) below)			
COMMUNIO	CATIONS,	INC., 5480					
CDEATAM	EDICA DA	DIZMAM					

GREAT AMERICA PARKWAY

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		Saa		
Common Stock	01/24/2007		S(1)	400	D	\$ 22.51	141,399	I	See Footnote (2)		
Common Stock	01/24/2007		S <u>(1)</u>	400	D	\$ 22.49	140,999	I	See Footnote (2)		
Common Stock	01/24/2007		S(1)	600	D	\$ 22.48	140,399	I	See Footnote		

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Common Stock	01/24/2007	S(1)	100	D	\$ 22.47	140,299	I	See Footnote (2)
Common Stock	01/24/2007	S(1)	800	D	\$ 22.44	139,499	I	See Footnote
Common Stock	01/24/2007	S <u>(1)</u>	100	D	\$ 22.43	139,399	I	See Footnote
Common Stock	01/24/2007	S <u>(1)</u>	200	D	\$ 22.42	139,199	I	See Footnote
Common Stock	01/24/2007	S <u>(1)</u>	700	D	\$ 22.4	138,499	I	See Footnote
Common Stock	01/24/2007	S <u>(1)</u>	433	D	\$ 22.39	138,066	I	See Footnote (2)
Common Stock	01/24/2007	S <u>(1)</u>	67	D	\$ 22.38	137,999	I	See Footnote
Common Stock	01/24/2007	S <u>(1)</u>	100	D	\$ 22.33	137,899	I	See Footnote

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

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SEC 1474 (9-02)

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

1. Title of 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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054



Signatures

Bruce P. Johnson, Attorney-in-fact 01/24/2007

**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.
- (2) By the 1993 Hennessy Revocable Trust

Remarks:

Remarks: Form 4 Filing 2 of 2 (continuation report): Related transactions effected by the Reporting Person on January 24, 20 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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