

ATHEROS COMMUNICATIONS INC  
Form 4  
February 02, 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)  
02/01/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/01/2007		M	37,500	A \$ 2.26	37,500	D
Common Stock	02/01/2007		S <sup>(1)</sup>	800	D \$ 24.27	36,700	D
Common Stock	02/01/2007		S <sup>(1)</sup>	280	D \$ 24.26	36,420	D
Common Stock	02/01/2007		S <sup>(1)</sup>	260	D \$ 24.25	36,160	D
	02/01/2007		S <sup>(1)</sup>	320	D \$ 24.24	35,840	D

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Common Stock							
Common Stock	02/01/2007	<u>S(1)</u>	260	D	\$ 24.23	35,580	D
Common Stock	02/01/2007	<u>S(1)</u>	700	D	\$ 24.22	34,880	D
Common Stock	02/01/2007	<u>S(1)</u>	2,903	D	\$ 24.21	31,977	D
Common Stock	02/01/2007	<u>S(1)</u>	20	D	\$ 24.209	31,957	D
Common Stock	02/01/2007	<u>S(1)</u>	20	D	\$ 24.205	31,937	D
Common Stock	02/01/2007	<u>S(1)</u>	4,720	D	\$ 24.2	27,217	D
Common Stock	02/01/2007	<u>S(1)</u>	920	D	\$ 24.19	26,297	D
Common Stock	02/01/2007	<u>S(1)</u>	1,060	D	\$ 24.18	25,237	D
Common Stock	02/01/2007	<u>S(1)</u>	280	D	\$ 24.17	24,957	D
Common Stock	02/01/2007	<u>S(1)</u>	540	D	\$ 24.16	24,417	D
Common Stock	02/01/2007	<u>S(1)</u>	180	D	\$ 24.15	24,237	D
Common Stock	02/01/2007	<u>S(1)</u>	300	D	\$ 24.13	23,937	D
Common Stock	02/01/2007	<u>S(1)</u>	417	D	\$ 24.12	23,520	D
Common Stock	02/01/2007	<u>S(1)</u>	20	D	\$ 24.11	23,500	D
Common Stock	02/01/2007	<u>S(1)</u>	702	D	\$ 24.1	22,798	D
Common Stock	02/01/2007	<u>S(1)</u>	180	D	\$ 24.099	22,618	D
Common Stock	02/01/2007	<u>S(1)</u>	762	D	\$ 24.09	21,856	D
Common Stock	02/01/2007	<u>S(1)</u>	301	D	\$ 24.089	21,555	D
Common Stock	02/01/2007	<u>S(1)</u>	659	D	\$ 24.08	20,896	D
	02/01/2007	<u>S(1)</u>	340	D	\$ 24.06	20,556	D

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Common Stock								
Common Stock	02/01/2007	S <sup>(1)</sup>	760	D	\$ 24.05	19,796	D	
Common Stock	02/01/2007	S <sup>(1)</sup>	860	D	\$ 24.03	18,936	D	
Common Stock	02/01/2007	S <sup>(1)</sup>	520	D	\$ 24.02	18,416	D	
Common Stock	02/01/2007	S <sup>(1)</sup>	1,656	D	\$ 24.01	16,760	D	
Common Stock	02/01/2007	S <sup>(1)</sup>	160	D	\$ 24.009	16,600	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 2.26	02/01/2007		M	37,500	10/03/2003 <sup>(2)</sup>	10/03/2013	Common Stock	37,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

LAZAR JACK R  
C/O ATHEROS COMMUNICATIONS, INC.  
5480 GREAT AMERICA PARKWAY

Chief Financial Officer and VP

SANTA CLARA,, CA 95054

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

02/02/2007

        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
  - (2) which lapsed as to 25% of the shares on 09/29/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 10/29/2004.

### Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on February 1, 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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