

ATHEROS COMMUNICATIONS INC

Form 4

December 19, 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)
12/17/2007

Director 10% Owner
 Officer (give title below) 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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/17/2007		S ⁽¹⁾	100 D \$ 29.458	28,151	D	
Common Stock	12/17/2007		S ⁽¹⁾	2,300 D \$ 29.45	25,851	D	
Common Stock	12/17/2007		S ⁽¹⁾	100 D \$ 29.449	25,751	D	
Common Stock	12/17/2007		S ⁽¹⁾	100 D \$ 29.447	25,651	D	
	12/17/2007		S ⁽¹⁾	400 D \$ 29.44	25,251	D	

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	1,500	D	\$ 29.43	23,751	D
Common Stock	12/17/2007	<u>S(1)</u>	1,000	D	\$ 29.42	22,751	D
Common Stock	12/17/2007	<u>S(1)</u>	500	D	\$ 29.41	22,251	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.4	21,851	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.39	21,751	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.36	21,451	D
Common Stock	12/17/2007	<u>S(1)</u>	500	D	\$ 29.35	20,951	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.349	20,851	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.34	20,751	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.31	20,451	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.29	19,851	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.28	19,651	D
Common Stock	12/17/2007	<u>S(1)</u>	984	D	\$ 29.27	18,667	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.26	18,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.259	17,967	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.24	17,867	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.23	17,167	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.17	17,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.159	16,967	D
	12/17/2007	<u>S(1)</u>	400	D	\$ 29.14	16,567	D

Common
Stock

Common Stock 12/17/2007 S⁽¹⁾ 600 D \$ 29.13 15,967 D

Common Stock 12/17/2007 S⁽¹⁾ 400 D \$ 29.12 15,567 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	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAZAR JACK R
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA,, CA 95054

Chief Financial Officer and VP

Signatures

Bruce P. Johnson,
Attorney-in-fact 12/19/2007

 **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.

Remarks:

Remarks: Form 4 Filing 3 of 4 (continuation report): Related transactions effected by the Reporting Person on December 17,

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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