

LAZAR JACK R
Form 4
February 03, 2010

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer and VP

(Last) (First) (Middle)
C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2010

SANTA CLARA,, CA 95054

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

(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 or Price | | |
| Common Stock | 02/02/2010 | | M | | 12,500 A \$ 2.26 | 99,726 | D |
| Common Stock | 02/02/2010 | | M | | 4,064 A \$ 10.03 | 103,790 | D |
| Common Stock | 02/02/2010 | | M | | 12,500 A \$ 14.38 | 116,290 | D |
| Common Stock | 02/02/2010 | | S ⁽¹⁾ | | 30,000 D \$ 33.3847 | 86,290 | D |
| | | | | | (2) | | |

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| | | | | | | | | |
|--------------|------------|--|------------------|-----|---|-----------------------------|--------|---|
| Common Stock | 02/03/2010 | | S ⁽¹⁾ | 619 | D | \$ 33.3107 <u>(3)</u> | 85,671 | D |
|--------------|------------|--|------------------|-----|---|-----------------------------|--------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (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 | 02/02/2010 | | M | 12,500 | <u>(4)</u> 10/03/2013 | Common Stock 12,500 |
| Employee Stock Options (right to buy) | \$ 10.03 | 02/02/2010 | | M | 4,064 | <u>(5)</u> 01/21/2015 | Common Stock 4,064 |
| Employee Stock Options (right to buy) | \$ 14.38 | 02/02/2010 | | M | 12,500 | <u>(6)</u> 01/15/2011 | Common Stock 12,500 |

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

02/03/2010

__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.

Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$33.02 to \$33.67. The

(2) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$33.24 to \$33.45. The

(3) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

All of the options became exercisable on 10/03/2003. The shares underlying the options were subject to the issuer's right of repurchase

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

(5) 25% of the options became exercisable on 1/21/2006, and the remaining options became exercisable in 36 equal monthly installments commencing on 2/21/2006.

(6) The options became exercisable in 48 equal monthly installments commencing on 2/18/2006.

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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