

ATHEROS COMMUNICATIONS INC  
 Form 4/A  
 February 05, 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)  
 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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/01/2007

(Street)  
 SANTA CLARA,, CA 95054

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/02/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount | Price      |   |  |                                   |
| Common Stock                    | 02/01/2007                           |  | M                              | V   | 25,000 | A \$ 2.26  | 25,000  | D  |                                   |
| Common Stock                    | 02/01/2007                           |  | M                              |   | 12,500 | D \$ 9.34  | 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  |                                   |
|                                 | 02/01/2007                           |  | S <sup>(1)</sup>               |   | 260    | D \$ 24.25 | 36,160  | D  |                                   |

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|                 |            |             |       |   |              |        |   |
|-----------------|------------|-------------|-------|---|--------------|--------|---|
| Common<br>Stock |            |             |       |   |              |        |   |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 320   | D | \$ 24.24     | 35,840 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 260   | D | \$ 24.23     | 35,580 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 700   | D | \$ 24.22     | 34,880 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 2,903 | D | \$ 24.21     | 31,977 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 20    | D | \$<br>24.209 | 31,957 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 20    | D | \$<br>24.205 | 31,937 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 4,720 | D | \$ 24.2      | 27,217 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 920   | D | \$ 24.19     | 26,297 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 1,060 | D | \$ 24.18     | 25,237 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 280   | D | \$ 24.17     | 24,957 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 540   | D | \$ 24.16     | 24,417 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 180   | D | \$ 24.15     | 24,237 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 300   | D | \$ 24.13     | 23,937 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 417   | D | \$ 24.12     | 23,520 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 20    | D | \$ 24.11     | 23,500 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 702   | D | \$ 24.1      | 22,798 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 180   | D | \$<br>24.099 | 22,618 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 762   | D | \$ 24.09     | 21,856 | D |
| Common<br>Stock | 02/01/2007 | <u>S(1)</u> | 301   | D | \$<br>24.089 | 21,555 | D |
|                 | 02/01/2007 | <u>S(1)</u> | 659   | D | \$ 24.08     | 20,896 | D |

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|              |            |                  |       |   |          |        |   |  |
|--------------|------------|------------------|-------|---|----------|--------|---|--|
| Common Stock |            |                  |       |   |          |        |   |  |
| Common Stock | 02/01/2007 | S <sup>(1)</sup> | 340   | D | \$ 24.06 | 20,556 | D |  |
| 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 |  |

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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | 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                              | 25,000  | 10/03/2003 <sup>(2)</sup>                                | 10/03/2013  | Common Stock               | 25,000                     |
| Employee Stock Options (right to buy)      | \$ 9.34  | 02/01/2007                           |  | M                              | 12,500  | 01/14/2004 <sup>(3)</sup>                                | 01/14/2014  | Common Stock               | 12,500                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| LAZAR JACK R<br>C/O ATHEROS COMMUNICATIONS, INC.<br>5480 GREAT AMERICA PARKWAY<br>SANTA CLARA,, CA 95054 |               |           | Chief Financial Officer and VP |       |

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

02/05/2007

\_\_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.

All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase

(3) which lapsed as to 20% of the shares on 1/14/2005 and lapses as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

### Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on February 1, 2007.

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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