

ATHEROS COMMUNICATIONS INC

Form 4

February 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Antes Todd

(Last) (First) (Middle)

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

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ATHEROS COMMUNICATIONS
INC [ATHR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice President Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	02/22/2007		M	7,500	A \$ 9.74	10,168	D
Common Stock	02/22/2007		S	500	D \$ 27.17	9,668	D
Common Stock	02/22/2007		S	950	D \$ 27.15	8,718	D
Common Stock	02/22/2007		S	500	D \$ 27.148	8,218	D
	02/22/2007		S	550	D	7,668	D

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Common Stock					\$ 27.1445		
Common Stock	02/22/2007	S	2,600	D	\$ 27.14	5,068	D
Common Stock	02/22/2007	S	400	D	\$ 27.1375	4,668	D
Common Stock	02/22/2007	S	2,000	D	\$ 27.13	2,668	D
Common Stock	02/23/2007	M	7,500	A	\$ 9.74	10,168	D
Common Stock	02/23/2007	S	1,500	D	\$ 27.38	8,668	D
Common Stock	02/23/2007	S	500	D	\$ 27.36	8,168	D
Common Stock	02/23/2007	S	1,000	D	\$ 27.35	7,168	D
Common Stock	02/23/2007	S	500	D	\$ 27.33	6,668	D
Common Stock	02/23/2007	S	1,000	D	\$ 27.3	5,668	D
Common Stock	02/23/2007	S	500	D	\$ 27.29	5,168	D
Common Stock	02/23/2007	S	1,000	D	\$ 27.28	4,168	D
Common Stock	02/23/2007	S	500	D	\$ 27.26	3,668	D
Common Stock	02/23/2007	S	550	D	\$ 27.23	3,118	D
Common Stock	02/23/2007	S	450	D	\$ 27.22	2,668	D

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 9.74	02/22/2007		M			7,500	07/21/2005 ⁽¹⁾	07/21/2015	Common Stock	7,500
Employee Stock Options (right to buy)	\$ 9.74	02/23/2007		M			7,500	07/21/2005 ⁽¹⁾	07/21/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Antes Todd C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	Vice President Marketing

Signatures

Bruce P. Johnson,
Attorney-in-fact 02/23/2007

__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) 25% of the options became exercisable on 7/21/2006, and the remaining options become exercisable in 36 equal monthly installments commencing 8/21/2006.
- 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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