#### ATHEROS COMMUNICATIONS INC

Form 4

February 23, 2007

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HENNESSY JOHN L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ATHEROS COMMUNICATIONS

(Check all applicable)

INC [ATHR]

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

02/22/2007

C/O ATHEROS

(Last)

(City)

COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(First)

(Middle)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/22/2007		S <u>(1)</u>	600	D	\$ 26.97	129,899	I	See Footnote (2)	
Common Stock	02/22/2007		S(1)	300	D	\$ 26.96	129,599	I	See Footnote	
Common Stock	02/22/2007		S <u>(1)</u>	300	D	\$ 26.95	129,299	I	See Footnote	

Common Stock	02/22/2007	S(1)	500	D	\$ 26.94	128,799	I	See Footnote
Common Stock	02/22/2007	S(1)	900	D	\$ 26.92	127,899	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	100	D	\$ 26.91	127,799	I	See Footnote
Common Stock	02/22/2007	S(1)	1,100	D	\$ 26.9	126,699	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	1,300	D	\$ 26.88	125,399	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	1,100	D	\$ 26.87	124,299	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	300	D	\$ 26.86	123,999	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	500	D	\$ 26.85	123,499	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	200	D	\$ 26.84	123,299	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	100	D	\$ 26.83	123,199	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	300	D	\$ 26.82	122,899	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	300	D	\$ 26.81	122,599	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	500	D	\$ 26.8	122,099	I	See Footnote (1)
Common Stock	02/22/2007	S <u>(1)</u>	300	D	\$ 26.79	121,799	I	See Footnote
Common Stock	02/22/2007	S(1)	700	D	\$ 26.78	121,099	I	See Footnote

								(2)
Common Stock	02/22/2007	S <u>(1)</u>	100	D	\$ 26.77	120,999	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	500	D	\$ 26.76	120,499	I	See Footnote
Common Stock	02/22/2007	S(1)	400	D	\$ 26.75	120,099	I	See Footnote
Common Stock	02/22/2007	S(1)	100	D	\$ 26.74	119,999	I	See Footnote (2)
Common Stock	02/22/2007	S(1)	400	D	\$ 26.73	119,599	I	See Footnote (2)
Common Stock	02/22/2007	S(1)	700	D	\$ 26.7	118,899	I	See Footnote (2)
Common Stock	02/22/2007	S <u>(1)</u>	200	D	\$ 26.68	118,699	I	See Footnote
Common Stock	02/22/2007	S(1)	300	D	\$ 26.67	118,399	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	100	D	\$ 26.66	118,299	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	100	D	\$ 26.65	118,199	I	See Footnote
Common Stock	02/22/2007	S <u>(1)</u>	200	D	\$ 26.64	117,999	I	See Footnote
Common Stock	02/22/2007	S(1)	100	D	\$ 26.61	117,899	I	See Footnote

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	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es (	Instr. 5)	Bene
	Derivative	e			Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration	or Title Ni	umber		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) $(D)$			31.	iaics		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

### **Signatures**

Bruce P. Johnson, Attorney-in-fact

\*\*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).

X

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) By the 1993 Hennessy Revocable Trust

#### **Remarks:**

Remarks: Form 4 Filing 2 of 2 (continuation report): Related transactions effected by Reporting Person on February 22, 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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Reporting Owners 4