

ATHEROS COMMUNICATIONS INC  
 Form 4  
 February 23, 2007

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

OMB APPROVAL

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**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 \*  
**HENNESSY JOHN L**

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)  
**02/22/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/22/2007		S <sup>(1)</sup>	600 D \$ 26.97	129,899	I	See Footnote (2)
Common Stock	02/22/2007		S <sup>(1)</sup>	300 D \$ 26.96	129,599	I	See Footnote (2)
Common Stock	02/22/2007		S <sup>(1)</sup>	300 D \$ 26.95	129,299	I	See Footnote (2)

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Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 26.94	128,799	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	900	D	\$ 26.92	127,899	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 26.91	127,799	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	1,100	D	\$ 26.9	126,699	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	1,300	D	\$ 26.88	125,399	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	1,100	D	\$ 26.87	124,299	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 26.86	123,999	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 26.85	123,499	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 26.84	123,299	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 26.83	123,199	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 26.82	122,899	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 26.81	122,599	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 26.8	122,099	I	See Footnote <u>(1)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 26.79	121,799	I	See Footnote <u>(2)</u>
Common Stock	02/22/2007	<u>S<sup>(1)</sup></u>	700	D	\$ 26.78	121,099	I	See Footnote

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

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.**

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