

HENNESSY JOHN L  
Form 4  
April 17, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
04/16/2007

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	04/16/2007		S <sup>(1)</sup>	200 D \$ 26.69	85,099	I	See Footnote (2)
Common Stock	04/16/2007		S <sup>(1)</sup>	300 D \$ 26.65	84,799	I	See Footnote (2)
Common Stock	04/16/2007		S <sup>(1)</sup>	100 D \$ 26.64	84,699	I	See Footnote (2)

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Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	600	D	\$ 26.59	84,099	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 26.58	83,999	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	400	D	\$ 26.57	83,599	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 26.56	83,399	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 26.54	83,099	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	250	D	\$ 26.53	82,849	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	150	D	\$ 26.52	82,699	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 26.51	82,399	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	800	D	\$ 26.5	81,599	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 26.48	81,499	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 26.47	81,299	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 26.45	81,099	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 26.44	80,999	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	400	D	\$ 26.43	80,599	I	See Footnote <u>(2)</u>
Common Stock	04/16/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 26.42	80,499	I	See Footnote

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									(2)
Common Stock	04/16/2007	S <sup>(1)</sup>	600	D	\$ 26.4	79,899	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	800	D	\$ 26.39	79,099	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	200	D	\$ 26.37	78,899	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	300	D	\$ 26.32	78,599	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	300	D	\$ 26.29	78,299	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	100	D	\$ 26.28	78,199	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	100	D	\$ 26.22	78,099	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	16	D	\$ 26.21	78,083	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	84	D	\$ 26.2	77,999	I		See Footnote (2)
Common Stock	04/16/2007	S <sup>(1)</sup>	100	D	\$ 26.19	77,899	I		See Footnote (2)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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### 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		X		

### Signatures

Bruce P. Johnson, 04/17/2007  
 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).
- (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 April 16, 2007 are

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.