

ATHEROS COMMUNICATIONS INC

Form 4

December 19, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer and VP

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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/17/2007		S ⁽¹⁾	500 D \$ 29.788	37,867	D	
Common Stock	12/17/2007		S ⁽¹⁾	100 D \$ 29.78	37,767	D	
Common Stock	12/17/2007		S ⁽¹⁾	100 D \$ 29.699	37,667	D	
Common Stock	12/17/2007		S ⁽¹⁾	200 D \$ 29.696	37,467	D	
	12/17/2007		S ⁽¹⁾	100 D \$ 29.65	37,367	D	

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.63	36,967	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.627	36,867	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.62	36,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.61	36,367	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.608	36,167	D
Common Stock	12/17/2007	<u>S(1)</u>	1,300	D	\$ 29.6	34,867	D
Common Stock	12/17/2007	<u>S(1)</u>	800	D	\$ 29.59	34,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.589	33,967	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.58	33,367	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.579	33,167	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.57	32,467	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.568	32,267	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.55	32,167	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.54	31,767	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.53	31,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.52	31,367	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.517	31,267	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.5	31,067	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.49	30,467	D
	12/17/2007	<u>S(1)</u>	316	D	\$ 29.48	30,151	D

Common Stock								
Common Stock	12/17/2007	S ⁽¹⁾	1,600	D	\$ 29.47	28,551		D
Common Stock	12/17/2007	S ⁽¹⁾	100	D	\$ 29.469	28,451		D
Common Stock	12/17/2007	S ⁽¹⁾	200	D	\$ 29.467	28,251		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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAZAR JACK R
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA., CA 95054

Chief Financial Officer and VP

Signatures

Bruce P. Johnson,
Attorney-in-fact

12/19/2007

 **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.

Remarks:

Remarks: Form 4 Filing 2 of 4 (continuation report): Related transactions effected by Reporting Person on December 17, 200

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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