

Chu Hing
 Form 3/A
 February 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><u>Chu Hing</u></p> <p>(Last) (First) (Middle)</p> <p>C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY</p> <p>(Street)</p> <p>SANTA CLARA, CA 95054</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/21/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ATHEROS COMMUNICATIONS INC [ATHR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>02/02/2009</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,600 ⁽¹⁾	D	À

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Options (right to buy)	03/13/2002 ⁽²⁾	03/12/2012	Common Stock	10,500	\$ 1.72	D	Â
Employee Stock Options (right to buy)	08/13/2003 ⁽³⁾	08/12/2013	Common Stock	9,000	\$ 1.987	D	Â
Employee Stock Options (right to buy)	Â ⁽⁴⁾	08/19/2010	Common Stock	313	\$ 7.75	D	Â
Employee Stock Options (right to buy)	Â ⁽⁵⁾	09/02/2010	Common Stock	105	\$ 7.91	D	Â
Employee Stock Options (right to buy)	Â ⁽⁶⁾	06/23/2015	Common Stock	15,000	\$ 8.89	D	Â
Employee Stock Options (right to buy)	Â ⁽⁷⁾	08/25/2015	Common Stock	30,000	\$ 10.37	D	Â
Employee Stock Options (right to buy)	Â ⁽⁸⁾	09/12/2016	Common Stock	20,000	\$ 17.36	D	Â
Employee Stock Options (right to buy)	Â ⁽⁹⁾	02/01/2014	Common Stock	22,500	\$ 24.4	D	Â
Employee Stock Options (right to buy)	Â ⁽¹⁰⁾	02/12/2015	Common Stock	21,000	\$ 27.37	D	Â

Reporting Owners

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

Signatures

Bruce P. Johnson -
Attorney-in-fact

02/02/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,406 Restricted Stock Units that will vest and be settled in shares of Common Stock in 9 equal quarterly installments commencing February 2, 2009 and 4,550 Restricted Stock Units that will vest and be settled in shares of Common Stock in 13 equal quarterly installments commencing February 2, 2009.

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- (2) All of the options became exercisable on 3/13/02. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 4/1/2003 and lapsed as to the remaining shares in 36 equal monthly installments beginning on 5/1/2003.
- (3) All of the options became exercisable on 8/13/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 20% of the shares on 8/13/2004, and lapsed as to the remaining shares in 48 equal monthly installments beginning on 9/13/2004.
- (4) 25% of the options became exercisable on 8/20/2005, and the remaining options became exercisable in 36 equal monthly installments beginning on 9/20/2005.
- (5) 25% of the options became exercisable on 9/03/2005, and the remaining options became exercisable in 36 equal monthly installments beginning on 10/03/2005.
- (6) 25% of the options became exercisable on 6/24/2006, and the remaining options become exercisable in 36 equal monthly installments beginning on 7/24/2006.
- (7) 25% of the options became exercisable on 8/19/2006, and the remaining options become exercisable in 36 equal monthly installments beginning on 9/19/2006.
- (8) The options become exercisable in 48 equal monthly installments commencing on 10/13/2006.
- (9) The options become exercisable in 48 equal monthly installments commencing on 03/02/2007.
- (10) The options become exercisable in 48 equal monthly installments commencing on 03/13/2008.

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.