#### TACHNER ADAM H Form 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

January 25, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

(Last)

C/O ATHEROS

(Print or Type Responses)

1. Name and Address of Reporting Person \* TACHNER ADAM H

2. Issuer Name and Ticker or Trading Symbol

ATHEROS COMMUNICATIONS INC [ATHR]

(Month/Day/Year)

01/22/2010

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

10% Owner

3. Date of Earliest Transaction Director

X\_ Officer (give title Other (specify below)

VP & General Counsel

COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4) (Instr. 4)

D

(A)

Code V Price Amount (D)

Common 01/22/2010 Stock

(Middle)

15,000 \$0 37,631 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		·				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3, 4, and 5)						`
										Amount		
							Date Exercisable	Expiration Date	Title	or		
										Number		
										of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TACHNER ADAM H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

VP & General Counsel

## **Signatures**

Bruce P. Johnson, Attorney-in-fact 01/25/2010

\*\*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).
  - On February 6, 2009, the Reporting Person was granted restricted stock units ("RSUs") that would vest subject to the Issuer's satisfaction of certain performance criteria for the fiscal year ended December 31, 2009. The performance criteria for 2009 were met and certified by
- (1) the Compensation Committee of the Issuer's Board of Directors on January 22, 2010, resulting in vesting of the RSUs as follows: The RSUs will vest and be settled in shares of the Issuer's common stock over three (3) years, with the first 1/3 of the RSUs vesting on February 8, 2010 and the remaining RSUs vesting in equal quarterly installments over the following two (2) years.

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.

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