### Edgar Filing: Naskar Ben D - Form 4

Naskar Ben Form 4	ı D								
January 25,	2010								
FORM	ЛД							OMB AF	PROVAL
	UNITED	STATES SECU Wa	RITIES A			NGE CO	MMISSION	OMB Number:	3235-0287
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					Expires:       January 31, 2005         Estimated average       burden hours per         response       0.5				
(Print or Type	Responses)								
1. Name and Naskar Be	Address of Reporting n D	Symbol ATHE	er Name <b>an</b> ROS COI ATHR]			Is	. Relationship of I ssuer (Check	Reporting Pers	
	· · · · ·	(Month/ 01/22/ ., 5480	of Earliest 7 /Day/Year) 2010	Fransaction			Director _X Officer (give t elow) Vice P		Owner er (specify I
SANTA C	(Street) LARA,, CA 95054	Filed(M	nendment, D onth/Day/Yea	-	ıl	А	. Individual or Joi pplicable Line) X_Form filed by Or Form filed by Mo	ne Reporting Per	rson
(City)	(State)	(7:)	bla I Nan	Domination	See		erson	on Donoficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	3.	4. Securit or Dispos (Instr. 3, 4	ies Ac ed of (	equired (A) (D)	red, Disposed of, 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
Common Stock	01/22/2010		М	7,986	А	\$ 27.37	69,550	D	
Common Stock	01/22/2010		S <u>(1)</u>	7,000	D	\$ 34.0403 (2)	62,550	D	
Common Stock	01/22/2010		S <u>(1)</u>	3,486	D	\$ 34.6512 (3)	59,064	D	
Common	01/22/2010		А	45,000	А	\$ 0	104,064	D	

Reporting Owners

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(4)

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

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# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S ()
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	\$ 27.37	01/22/2010		М	7,986	<u>(5)</u>	02/12/2015	Common Stock	7,986	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Naskar Ben D C/O ATHEROS COMMUNICATION 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	·		Vice President & GM				
Signatures							
Bruce P. Johnson, Attorney-in-fact	01/25/2010						
**Signature of Reporting Person	Date						
Explanation of Pospo	00001						

## **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.

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Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$33.60 to \$34.45. The(2) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$34.60 to \$34.70. The(3) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

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(4) 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.
- (5) The options become exercisable in 48 equal monthly installments commencing on March 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.