

ATHEROS COMMUNICATIONS INC  
 Form 4  
 July 11, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Szilagyi Gary

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)  
 07/10/2007

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Vice President Sales

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                    | 07/10/2007                           |  | M                              | 17,500 A \$ 14.38   | 23,772 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 07/10/2007                           |  | S <sup>(2)</sup>               | 400 D \$ 32.37  | 23,372  | D  |   |
| Common Stock                    | 07/10/2007                           |  | S <sup>(2)</sup>               | 73 D \$ 32.36   | 23,299  | D  |   |
| Common Stock                    | 07/10/2007                           |  | S <sup>(2)</sup>               | 127 D \$ 32.35  | 23,172  | D  |   |
|                                 | 07/10/2007                           |  | S <sup>(2)</sup>               | 900 D \$ 32.3   | 22,272  | D  |   |

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|              |            |             |     |   |           |        |   |
|--------------|------------|-------------|-----|---|-----------|--------|---|
| Common Stock |            |             |     |   |           |        |   |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 200 | D | \$ 32.28  | 22,072 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 300 | D | \$ 32.27  | 21,772 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 300 | D | \$ 32.26  | 21,472 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 600 | D | \$ 32.23  | 20,872 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 200 | D | \$ 32.21  | 20,672 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 400 | D | \$ 32.2   | 20,272 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 400 | D | \$ 32.19  | 19,872 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 100 | D | \$ 32.189 | 19,772 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 200 | D | \$ 32.18  | 19,572 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 500 | D | \$ 32.17  | 19,072 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 200 | D | \$ 32.16  | 18,872 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 400 | D | \$ 32.15  | 18,472 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 200 | D | \$ 32.149 | 18,272 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 700 | D | \$ 32.14  | 17,572 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 500 | D | \$ 32.13  | 17,072 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 700 | D | \$ 32.11  | 16,372 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 100 | D | \$ 32.1   | 16,272 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 400 | D | \$ 32.091 | 15,872 | D |
| Common Stock | 07/10/2007 | <u>S(2)</u> | 100 | D | \$ 32.085 | 15,772 | D |
|              | 07/10/2007 | <u>S(2)</u> | 100 | D | \$ 32.08  | 15,672 | D |

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|              |            |                  |       |   |           |        |   |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock |            |                  |       |   |           |        |   |
| Common Stock | 07/10/2007 | S <sup>(2)</sup> | 300   | D | \$ 32.073 | 15,372 | D |
| Common Stock | 07/10/2007 | S <sup>(2)</sup> | 700   | D | \$ 32.07  | 14,672 | D |
| Common Stock | 07/10/2007 | S <sup>(2)</sup> | 1,900 | D | \$ 32.06  | 12,772 | D |
| Common Stock | 07/10/2007 | S <sup>(2)</sup> | 300   | D | \$ 32.05  | 12,472 | D |
| Common Stock | 07/10/2007 | S <sup>(2)</sup> | 300   | D | \$ 32.03  | 12,172 | D |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options (right to buy)      | \$ 14.38   | 07/10/2007                           |  | M                              | 17,500  | <sup>(3)</sup> 01/18/2011                                | Common Stock 17,500   |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Szilagyi Gary  
C/O ATHEROS COMMUNICATIONS, INC.  
5480 GREAT AMERICA PARKWAY

Vice President Sales

SANTA CLARA,, CA 95054

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

07/11/2007

    \*\*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) Includes 1,144 shares acquired in May 2007 pursuant to the 2004 Employee Stock Purchase Plan.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) 25% of the options became exercisable on 1/18/2007, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/18/2007.

### Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by Reporting Person on July 10, 2007 are

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