Edgar Filing: SHIH WILLY C - Form 4

Form 4 June 03, 2010											
								OMB APPROVAL			
FORM	UNITED	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEN 5.								Expires:January 31 2003Estimated averageburden hours per response0.3		
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(
(Print or Type R	esponses)										
SHIH WILLY C Sy			2. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS				Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		Middle) 3. (N 0. ., 5480	NC [AT . Date of 1 Month/Da 5/24/20	Earliest Tr y/Year)	ansaction		X Director Officer (give below)	title 109 below)	% Owner her (specify		
				dment, Da h/Day/Year	-	1	Applicable Line) _X_ Form filed by (Form filed by N	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative	Securities	Acquired, Disposed of	f or Beneficia	llv Owned		
	2. Transaction Date Month/Day/Year)		3 ate, if T (Year) (1	Yransaction Code Instr. 8)	4. Securit Acquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amount of 6 Securities F Beneficially ((Owned ((Following (Reported Transaction(s) (Instr. 3 and 4)	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect		
Reminder: Repo	rt on a separate line	e for each class		Code V		(D) Pric					
	n or provide third										

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 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 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. Transacti Code (Instr. 8)	5. Number ctionof Derivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. H Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Options (right to buy)	\$ 33.12	05/24/2010		A	7,500		<u>(1)</u>	05/23/2020	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
SHIH WILLY C C/O ATHEROS COMMUNICATIONS 5480 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	· ·	X						
Signatures								
Bruce P. Johnson, Attorney-in-fact	06/03/2	010						
**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 options become exercisable in 48 equal monthly installments commencing on 6/24/2010. All of the options will become exercisable upon the occurrence of a change in control of the Issuer.

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.