BARRATT CRAIG H

Form 4 May 09, 2011

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARRATT CRAIG H			2. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS INC [ATHR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
COMMUNI	(Last) (First) (Middle) 3. Date of (Month/ 2/O ATHEROS 05/08/2 COMMUNICATIONS, INC., 1700 ECHNOLOGY DRIVE				ansaction			X Director 10% OwnerX Officer (give title Other (specify below) President and CEO			
SAN IOSE				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	7 1.1			~ •		Person	. n. e n		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Deer Execution	ned	3. Transactio Code (Instr. 8)	4. Securit	ies Ac sposed	quired of (D)	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)	
Common Stock	05/08/2011			F	10,180	D	\$ 44.79	304,775	D		
Common Stock								2,250	I	See Footnote (1)	
Common Stock								2,250	I	See Footnote (1)	

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

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SEC 1474 (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)	of Derivative Securities Acquired (A) or Disposed		ate	Amou Under Securi	ınt of rlying	Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS, INC. 1700 TECHNOLOGY DRIVE SAN JOSE,, CA 95110

X

President and CEO

Signatures

Bruce P. Johnson, Attorney-in-fact 05/09/2011

**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).

These shares are held in trust for the benefit of the reporting person's son. The reporting person's brother-in-law is the trustee of the trust. (1) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting

person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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