## Edgar Filing: BARRATT CRAIG H - Form 4

BARRATT ( Form 4 May 24, 201											
<b>FORN</b>	1 /								OMB AF	PROVAL	
	• • UNITED	STATES			ND EXCl D.C. 2054		GE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the Public			Section 1	<b>SECUR</b> 6(a) of the	<b>ITIES</b> e Securitie	s Exc	change	e Act of 1934,	burden hou response	January 31, 2005 ated average n hours per	
may cont <i>See</i> Instru 1(b).	inue. Section 170			•	ling Comp Company	•		1935 or Sectior 0	1		
(Print or Type F	Responses)										
1. Name and A BARRATT	ddress of Reporting CRAIG H	Person <u>*</u>	Symbol	OS COM	Ticker or Ti	-	NS	5. Relationship of Issuer (Checl	Reporting Pers		
(Last) C/O ATHEI COMMUNI TECHNOLO	Earliest Tra ay/Year) 011	ansaction			X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO						
SAN JOSE,	ndment, Da hth/Day/Year)	-			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>						
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct Indirect (D) or Benefici Indirect (I) Ownersh (Instr. 4) (Instr. 4)		
Common Stock	05/24/2011			Code V D	Amount 57,000 (1)	(D) D	Price \$ 0 (1)	(Instr. 3 and 4) 304,775	D		
Common Stock	05/24/2011			D	155,357 (2)	D	\$ 0 (2)	149,417	D		
Common Stock	05/24/2011			D	149,418	D	\$ 45 (3)	0	D		
Common Stock	05/24/2011			D	2,250	D	\$ 45 (3)	0	I	See Footnote	

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				\$ 15		See
05/24/2011	D	2 250	D		T	Footnote
03/24/2011	D	2,250	υ	(3) 0	1	roomote
				(-)		(4)
	05/24/2011	05/24/2011 D	05/24/2011 D 2,250	05/24/2011 D 2,250 D		

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

Persons who respond to the collection of information contained in this form are not 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)

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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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 Number Shares
Employee Stock Options (right to buy)	\$ 9.34	05/24/2011		D		50,000	<u>(5)</u>	01/13/2014	Common Stock	50,000
Employee Stock Options (right to buy)	\$ 10.03	05/24/2011		D		150,000	(5)	01/20/2015	Common Stock	150,00
Employee Stock Options (right to buy)	\$ 24.4	05/24/2011		D		150,000	<u>(5)</u>	02/01/2014	Common Stock	150,00
Employee Stock Options (right to buy)	\$ 27.37	05/24/2011		D		150,000	(7)	02/12/2015	Common Stock	150,00
Employee Stock Options (right to buy)	\$ 34.02	05/24/2011		D		143,000	(8)	02/10/2017	Common Stock	143,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
		Director	10% Owner	Officer	Other				
BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS 1700 TECHNOLOGY DRIVE SAN JOSE,, CA 95110	, INC.	Х		President and CEO					
Signatures									
Bruce P. Johnson, Attorney-in-fact	05/24/2	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).

Consists of RSUs that were granted on 1/16/2011, that would vest subject to the Issuer's satisfaction of certain performance criteria for the fiscal year ended 12/31/2011; provided, however, that upon the closing of the merger contemplated by that certain Agreement and Plan of Merger dated as of January 5, 2011 (the "Merger Agreement"), by and among the Issuer, Qualcomm Incorporated ("Qualcomm") and T

(1) Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Qualcomm ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer with the Issuer surviving as a wholly owned subsidiary of Qualcomm (the "Merger"), these RSUs were cancelled and converted into RSUs for a number of shares of Qualcomm common stock determined by multiplying the number of shares of Issuer common stock subject to these RSUs by approximately 0.791. These RSUs will vest on a time-based schedule.

Consists of RSUs that were cancelled and converted into RSUs for a number of shares of Qualcomm common stock determined by(2) multiplying the number of shares of Issuer common stock subject to these RSUs by approximately 0.791, subject to substantially the same terms and conditions as applied to these RSUs, pursuant to the Merger Agreement.

(3) Disposed of pursuant to the Merger Agreement in exchange for \$45.00 per share on the effective date of the Merger.

These shares were held in trust for the benefit of the reporting person's son. The reporting person's brother-in-law is the trustee of the (4) trust. 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.

(5) The options are fully vested.

This option was cancelled and converted into an option to purchase a number of shares of Qualcomm common stock determined by(6) multiplying the number of shares of Issuer common stock underlying the option by approximately 0.791, subject to substantially the same terms and conditions as applied to these options, pursuant to the Merger Agreement.

- (7) The options become exercisable in 48 equal monthly installments commencing on March 13, 2008.
- (8) The options become exercisable in 48 equal monthly installments commencing on March 11, 2010.

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.