

ATHEROS COMMUNICATIONS INC  
 Form 4  
 September 20, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 LAZAR JACK R

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)  
 09/18/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer and VP

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/18/2007		M		13,750	A	\$ 10.03 20,417	D
Common Stock	09/18/2007		M		36,250	A	\$ 14.38 56,667	D
Common Stock	09/18/2007		S(1)		100	D	\$ 32.28 56,567	D
Common Stock	09/18/2007		S(1)		1,200	D	\$ 32.25 55,367	D
	09/18/2007		S(1)		1,062	D	\$ 32.24 54,305	D

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Common Stock							
Common Stock	09/18/2007	<u>S(1)</u>	100	D	\$ 32.23	54,205	D
Common Stock	09/18/2007	<u>S(1)</u>	1,600	D	\$ 32.22	52,605	D
Common Stock	09/18/2007	<u>S(1)</u>	500	D	\$ 32.21	52,105	D
Common Stock	09/18/2007	<u>S(1)</u>	600	D	\$ 32.2	51,505	D
Common Stock	09/18/2007	<u>S(1)</u>	1,600	D	\$ 32.18	49,905	D
Common Stock	09/18/2007	<u>S(1)</u>	1,300	D	\$ 32.17	48,605	D
Common Stock	09/18/2007	<u>S(1)</u>	900	D	\$ 32.16	47,705	D
Common Stock	09/18/2007	<u>S(1)</u>	438	D	\$ 32.15	47,267	D
Common Stock	09/18/2007	<u>S(1)</u>	700	D	\$ 32.14	46,567	D
Common Stock	09/18/2007	<u>S(1)</u>	700	D	\$ 32.13	45,867	D
Common Stock	09/18/2007	<u>S(1)</u>	3,700	D	\$ 32.12	42,167	D
Common Stock	09/18/2007	<u>S(1)</u>	2,300	D	\$ 32.11	39,867	D
Common Stock	09/18/2007	<u>S(1)</u>	300	D	\$ 32.105	39,567	D
Common Stock	09/18/2007	<u>S(1)</u>	4,200	D	\$ 32.1	35,367	D
Common Stock	09/18/2007	<u>S(1)</u>	1,500	D	\$ 32.09	33,867	D
Common Stock	09/18/2007	<u>S(1)</u>	481	D	\$ 32.08	33,386	D
Common Stock	09/18/2007	<u>S(1)</u>	19	D	\$ 32.07	33,367	D
Common Stock	09/18/2007	<u>S(1)</u>	26,700	D	\$ 32.01	6,667	D

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

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(9-02)



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25% of the options became exercisable on 1/21/2006, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/21/2006.

(3) The options become exercisable in 48 equal monthly installments commencing on 2/18/2006.

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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