

ATHEROS COMMUNICATIONS INC
 Form 4
 November 14, 2006

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

(Last) (First) (Middle)
 C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2006

SANTA CLARA,, CA 95054
 (City) (State) (Zip)

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

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 | | | 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 | | | | |
| Common Stock | 11/14/2006 | | M | | 25,000 | A \$ 2.26 | 25,000 | D | |
| Common Stock | 11/14/2006 | | S | | 1,500 | D \$ 24.15 | 23,500 | D | |
| Common Stock | 11/14/2006 | | S | | 1,100 | D \$ 24.07 | 22,400 | D | |
| Common Stock | 11/14/2006 | | S | | 1,000 | D \$ 24.0601 | 21,400 | D | |
| Common Stock | 11/14/2006 | | S | | 1,500 | D \$ 24 | 19,900 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 11/14/2006 | S | 200 | D | \$ 23.89 | 19,700 | D |
| Common Stock | 11/14/2006 | S | 100 | D | \$ 23.86 | 19,600 | D |
| Common Stock | 11/14/2006 | S | 700 | D | \$ 23.84 | 18,900 | D |
| Common Stock | 11/14/2006 | S | 400 | D | \$ 23.8 | 18,500 | D |
| Common Stock | 11/14/2006 | S | 800 | D | \$ 23.75 | 17,700 | D |
| Common Stock | 11/14/2006 | S | 1,436 | D | \$ 23.69 | 16,264 | D |
| Common Stock | 11/14/2006 | S | 1,500 | D | \$ 23.6201 | 14,764 | D |
| Common Stock | 11/14/2006 | S | 50 | D | \$ 23.62 | 14,714 | D |
| Common Stock | 11/14/2006 | S | 400 | D | \$ 23.61 | 14,314 | D |
| Common Stock | 11/14/2006 | S | 1,814 | D | \$ 23.6 | 12,500 | D |
| Common Stock | 11/14/2006 | S | 100 | D | \$ 23.5901 | 12,400 | D |
| Common Stock | 11/14/2006 | S | 1,000 | D | \$ 23.59 | 11,400 | D |
| Common Stock | 11/14/2006 | S | 1,400 | D | \$ 23.58 | 10,000 | D |
| Common Stock | 11/14/2006 | S | 1,700 | D | \$ 23.57 | 8,300 | D |
| Common Stock | 11/14/2006 | S | 3,000 | D | \$ 23.56 | 5,300 | D |
| Common Stock | 11/14/2006 | S | 1,500 | D | \$ 23.5501 | 3,800 | D |
| Common Stock | 11/14/2006 | S | 1,900 | D | \$ 23.55 | 1,900 | D |
| Common Stock | 11/14/2006 | S | 800 | D | \$ 23.54 | 1,100 | D |
| Common Stock | 11/14/2006 | S | 1,000 | D | \$ 23.5301 | 100 | D |
| | 11/14/2006 | S | 100 | D | \$ 23.52 | 0 | D |

Common
Stock

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (right to buy) | \$ 2.26 | 11/14/2006 | | M | 25,000 | 10/03/2003 ⁽¹⁾ 10/03/2013 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| LAZAR JACK R C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054 | Director 10% Owner Officer Other Chief Financial Officer and VP |

Signatures

Bruce P. Johnson,
Attorney-in-fact

11/14/2006

__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) All of the options became exercisable on 10/03/2003. The shares underlying the options are subject to the issuer's right of repurchase which lapsed as to 25% of the shares on 09/29/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on

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10/29/2004.

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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