

Szilagyi Gary
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Szilagyi Gary

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)
10/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President Sales

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 10/30/2007 | | M | | 10,000 | A | \$ 14.38 | 13,646 | D | |
| Common Stock | 10/30/2007 | | S ⁽¹⁾ | | 2,800 | D | \$ 32.5 | 10,846 | D | |
| Common Stock | 10/30/2007 | | S ⁽¹⁾ | | 2,298 | D | \$ 32.46 | 8,548 | D | |
| Common Stock | 10/30/2007 | | S ⁽¹⁾ | | 2 | D | \$ 32.36 | 8,546 | D | |
| | 10/30/2007 | | S ⁽¹⁾ | | 300 | D | | 8,246 | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|--------|---|--|----------|--------|---|-------------------------|
| Common Stock | | | | | | \$ 32.32 | | | |
| Common Stock | 10/30/2007 | S ⁽¹⁾ | 100 | D | | \$ 32.31 | 8,146 | D | |
| Common Stock | 10/30/2007 | S ⁽¹⁾ | 4,500 | D | | \$ 32.26 | 3,646 | D | |
| Common Stock | 10/31/2007 | M | 25,000 | A | | \$ 14.38 | 28,646 | D | |
| Common Stock | 10/31/2007 | S ⁽¹⁾ | 1,000 | D | | \$ 35.03 | 27,646 | D | |
| Common Stock | 10/31/2007 | S ⁽¹⁾ | 800 | D | | \$ 35.02 | 26,846 | D | |
| Common Stock | 10/31/2007 | S ⁽¹⁾ | 2,700 | D | | \$ 35.01 | 24,146 | D | |
| Common Stock | 10/31/2007 | S ⁽¹⁾ | 20,500 | D | | \$ 35 | 3,646 | D | |
| Common Stock | | | | | | | 2,626 | I | See Footnote <u>(2)</u> |

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) | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 14.38 | 10/30/2007 | | M | 10,000 | <u>(3)</u> | 01/18/2011 | Common Stock | 10,000 |
| | \$ 14.38 | 10/31/2007 | | M | 25,000 | <u>(3)</u> | 01/18/2011 | | 25,000 |

Employee
 Stock
 Options
 (right to
 buy)

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Szilagyi Gary C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054 | | | Vice President Sales | |

Signatures

Bruce P. Johnson, 10/31/2007
 Attorney-in-fact

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) By the Szilagyi Family Revocable Trust
- (3) 25% of the options became exercisable on 1/18/2007, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/18/2007.

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