

ATHEROS COMMUNICATIONS INC

Form 4

December 19, 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

(Last) (First) (Middle)

C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATHEROS COMMUNICATIONS INC [ATHR]

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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 (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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/17/2007		S ⁽¹⁾	100 D	\$ 29.458	28,151	D
Common Stock	12/17/2007		S ⁽¹⁾	2,300 D	\$ 29.45	25,851	D
Common Stock	12/17/2007		S ⁽¹⁾	100 D	\$ 29.449	25,751	D
Common Stock	12/17/2007		S ⁽¹⁾	100 D	\$ 29.447	25,651	D
	12/17/2007		S ⁽¹⁾	400 D	\$ 29.44	25,251	D

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	1,500	D	\$ 29.43	23,751	D
Common Stock	12/17/2007	<u>S(1)</u>	1,000	D	\$ 29.42	22,751	D
Common Stock	12/17/2007	<u>S(1)</u>	500	D	\$ 29.41	22,251	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.4	21,851	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.39	21,751	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.36	21,451	D
Common Stock	12/17/2007	<u>S(1)</u>	500	D	\$ 29.35	20,951	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.349	20,851	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.34	20,751	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.31	20,451	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.29	19,851	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.28	19,651	D
Common Stock	12/17/2007	<u>S(1)</u>	984	D	\$ 29.27	18,667	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.26	18,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.259	17,967	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.24	17,867	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.23	17,167	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.17	17,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.159	16,967	D
	12/17/2007	<u>S(1)</u>	400	D	\$ 29.14	16,567	D

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.

Remarks:

Remarks: Form 4 Filing 3 of 4 (continuation report): Related transactions effected by the Reporting Person on December 17,

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.