MENG TERESA H

Form 4

February 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MENG TERESA H Issuer Symbol ATHEROS COMMUNICATIONS (Check all applicable) INC [ATHR] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title _ Other (specify (Month/Day/Year) C/O ATHEROS 02/01/2007 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)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA,, CA 95054

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	02/01/2007		S <u>(1)</u>	3,200	D	\$ 24.27	576,800	I	See Footnote (2)
Common Stock	02/01/2007		S <u>(1)</u>	1,120	D	\$ 24.26	575,680	I	See Footnote (2)
Common Stock	02/01/2007		S <u>(1)</u>	1,040	D	\$ 24.25	574,640	I	See Footnote (2)

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Common Stock	02/01/2007	S <u>(1)</u>	1,280	D	\$ 24.24	573,360	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	1,040	D	\$ 24.23	572,320	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	2,800	D	\$ 24.22	569,520	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	11,610	D	\$ 24.21	557,910	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	80	D	\$ 24.209	557,830	I	See Footnote
Common Stock	02/01/2007	S(1)	80	D	\$ 24.205	557,750	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	18,880	D	\$ 24.2	538,870	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	3,680	D	\$ 24.19	535,190	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	4,240	D	\$ 24.18	530,950	I	See Footnote
Common Stock	02/01/2007	S(1)	1,120	D	\$ 24.17	529,830	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	2,160	D	\$ 24.16	527,670	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	721	D	\$ 24.15	526,949	I	See Footnote
Common Stock	02/01/2007	S(1)	1,200	D	\$ 24.13	525,749	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	1,669	D	\$ 24.12	524,080	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	80	D	\$ 24.11	524,000	I	See Footnote

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								(2)
Common Stock	02/01/2007	S <u>(1)</u>	2,810	D	\$ 24.1	521,190	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	720	D	\$ 24.099	520,470	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	3,050	D	\$ 24.09	517,420	I	See Footnote
Common Stock	02/01/2007	S(1)	1,199	D	\$ 24.089	516,221	I	See Footnote
Common Stock	02/01/2007	S(1)	2,636	D	\$ 24.08	513,585	I	See Footnote
Common Stock	02/01/2007	S(1)	1,360	D	\$ 24.06	512,225	I	See Footnote
Common Stock	02/01/2007	S(1)	240	D	\$ 24.05	511,985	I	See Footnote
Common Stock	02/01/2007	S(1)	3,440	D	\$ 24.03	508,545	I	See Footnote (2)
Common Stock	02/01/2007	S(1)	2,080	D	\$ 24.02	506,465	I	See Footnote (2)
Common Stock	02/01/2007	S(1)	5,825	D	\$ 24.01	500,640	I	See Footnote
Common Stock	02/01/2007	S <u>(1)</u>	640	D	\$ 24.009	500,000	I	See Footnote
Common Stock	02/01/2007	S(1)	240	D	\$ 24.005	499,760	I	See Footnote

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	Deriv
Security	Secui
(Instr. 5)	Bene
	Owne
	Follo
	Repo
	Trans
	(Instr
	2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MENG TERESA H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054



Signatures

Bruce P. Johnson, 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 Teresa H. Meng Trust

Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on February 1, 20 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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