FRANKLIN PAUL G
Form 4
October 31, 2007

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN PAUL G

(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)
10/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/30/2007 | | M | | 20,000 | A | $ 6.34 | 29,282 | D | |
| Common Stock | 10/30/2007 | | S(1) | | 10,000 | D | $ 32.75 | 19,282 | D | |
| Common Stock | 10/30/2007 | | S(1) | | 1,745 | D | $ 32.64 | 17,537 | D | |
| Common Stock | 10/30/2007 | | S(1) | | 232 | D | $ 32.55 | 17,305 | D | |
| | 10/30/2007 | | S(1) | | 200 | D | $ 32.54 | 17,105 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | |
| Common Stock | 10/30/2007 | S[(1)] | 400 | D | $ 32.52 | 16,705 | D |
| Common Stock | 10/30/2007 | S[(1)] | 100 | D | $ 32.512 | 16,605 | D |
| Common Stock | 10/30/2007 | S[(1)] | 500 | D | $ 32.51 | 16,105 | D |
| Common Stock | 10/30/2007 | S[(1)] | 4,700 | D | $ 32.5 | 11,405 | D |
| Common Stock | 10/30/2007 | S[(1)] | 200 | D | $ 32.46 | 11,205 | D |
| Common Stock | 10/30/2007 | S[(1)] | 100 | D | $ 32.39 | 11,105 | D |
| Common Stock | 10/30/2007 | S[(1)] | 323 | D | $ 32.36 | 10,782 | D |
| Common Stock | 10/30/2007 | S[(1)] | 1,100 | D | $ 32.35 | 9,682 | D |
| Common Stock | 10/30/2007 | S[(1)] | 100 | D | $ 32.27 | 9,582 | D |
| Common Stock | 10/30/2007 | S[(1)] | 300 | D | $ 32.26 | 9,282 | D |
| Common Stock | 10/31/2007 | M | 35,000 | A | $ 6.34 | 44,282 | D |
| Common Stock | 10/31/2007 | S[(1)] | 3,100 | D | $ 34.8 | 41,182 | D |
| Common Stock | 10/31/2007 | S[(1)] | 200 | D | $ 34.785 | 40,982 | D |
| Common Stock | 10/31/2007 | S[(1)] | 900 | D | $ 34.78 | 40,082 | D |
| Common Stock | 10/31/2007 | S[(1)] | 1,000 | D | $ 34.77 | 39,082 | D |
| Common Stock | 10/31/2007 | S[(1)] | 300 | D | $ 34.766 | 38,782 | D |
| Common Stock | 10/31/2007 | S[(1)] | 4,400 | D | $ 34.76 | 34,382 | D |
| Common Stock | 10/31/2007 | S[(1)] | 300 | D | $ 34.758 | 34,082 | D |
| Common Stock | 10/31/2007 | S[(1)] | 24,800 | D | $ 34.75 | 9,282 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Options (right to buy) | $ 6.34 | 10/30/2007 | | M | | | 20,000 | 11/25/2003(2) | 11/25/2013 | Common Stock | 20,0 |
| Employee Stock Options (right to buy) | $ 6.34 | 10/31/2007 | | M | | | 35,000 | 11/25/2003(2) | 11/25/2013 | Common Stock | 35,0 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FRANKLIN PAUL G<br>C/O ATHEROS COMMUNICATIONS, INC.<br>5480 GREAT AMERICA PARKWAY<br>SANTA CLARA,, CA 95054 | | | Vice President Operations | |

# Signatures

| | |
|---|---|
| Bruce P. Johnson, Attorney-in-fact | 10/31/2007 |
| **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)** All of the options became exercisable on 11/25/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 11/24/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/24/2004.

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.