

ATHEROS COMMUNICATIONS INC

Form 4

December 19, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 12/17/2007                              |                                                             | M                                    |                                                                         | 12,084                                                                                                             | A \$ 2.26                                                               | 18,751 D                                                          |
| Common<br>Stock                       | 12/17/2007                              |                                                             | M                                    |                                                                         | 3,750                                                                                                              | A \$ 10.03                                                              | 22,501 D                                                          |
| Common<br>Stock                       | 12/17/2007                              |                                                             | M                                    |                                                                         | 11,666                                                                                                             | A \$ 14.38                                                              | 34,167 D                                                          |
| Common<br>Stock                       | 12/17/2007                              |                                                             | M                                    |                                                                         | 12,500                                                                                                             | A \$ 24.4                                                               | 46,667 D                                                          |
|                                       | 12/17/2007                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 100                                                                                                                | D \$ 30.21                                                              | 46,567 D                                                          |

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|                 |            |             |       |   |              |        |   |
|-----------------|------------|-------------|-------|---|--------------|--------|---|
| Common<br>Stock |            |             |       |   |              |        |   |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 300   | D | \$ 30.2      | 46,267 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 1,200 | D | \$ 30.19     | 45,067 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 200   | D | \$ 30.18     | 44,867 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$ 30.16     | 44,767 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$ 30.07     | 44,667 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$ 30.06     | 44,567 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$ 30.02     | 44,467 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 400   | D | \$ 30.01     | 44,067 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 600   | D | \$ 30        | 43,467 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$ 29.99     | 43,367 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$<br>29,985 | 43,267 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$ 29.98     | 43,167 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$<br>29,968 | 43,067 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 1,200 | D | \$ 29.96     | 41,867 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 100   | D | \$<br>29,959 | 41,767 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 300   | D | \$<br>29,958 | 41,467 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 200   | D | \$<br>29,957 | 41,267 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 200   | D | \$<br>29,955 | 41,067 | D |
| Common<br>Stock | 12/17/2007 | <u>S(1)</u> | 700   | D | \$ 29.95     | 40,367 | D |
|                 | 12/17/2007 | <u>S(1)</u> | 200   | D | \$ 29.94     | 40,167 | D |

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Common  
Stock

|                 |            |                  |     |   |          |        |   |
|-----------------|------------|------------------|-----|---|----------|--------|---|
| Common<br>Stock | 12/17/2007 | S <sup>(1)</sup> | 100 | D | \$ 29.93 | 40,067 | D |
| Common<br>Stock | 12/17/2007 | S <sup>(1)</sup> | 200 | D | \$ 29.92 | 39,867 | D |
| Common<br>Stock | 12/17/2007 | S <sup>(1)</sup> | 600 | D | \$ 29.91 | 39,267 | D |
| Common<br>Stock | 12/17/2007 | S <sup>(1)</sup> | 600 | D | \$ 29.81 | 38,667 | D |
| Common<br>Stock | 12/17/2007 | S <sup>(1)</sup> | 300 | D | \$ 29.79 | 38,367 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 2.26                                                               | 12/17/2007                              |                                                             | M                                       |                                                                                                              | 12,084                                                         |     | 10/03/2003 <sup>(2)</sup>                                        | 10/03/2013         | Common<br>Stock | 12,084                              |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 10.03                                                              | 12/17/2007                              |                                                             | M                                       |                                                                                                              | 3,750                                                          |     | <sup>(3)</sup>                                                   | 01/21/2015         | Common<br>Stock | 3,750                               |
| Employee<br>Stock<br>Options<br>(right to           | \$ 14.38                                                              | 12/17/2007                              |                                                             | M                                       |                                                                                                              | 11,666                                                         |     | <sup>(4)</sup>                                                   | 01/18/2011         | Common<br>Stock | 11,666                              |

buy)

Employee

Stock

Options

\$ 24.4

12/17/2007

M

12,500

(5)

02/01/2014

Common  
Stock

12,5

(right to

buy)

## Reporting Owners

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

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

12/19/2007

\_\_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 10/03/2003. The shares underlying the options are subject to the issuer's right of repurchase which lapses as to 25% of the shares on 09/29/2004, and lapsed as to the remaining shares in 36 equal monthly installments beginning on 10/29/2004.
- (3) 25% of the options became exercisable on 1/21/2006, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/21/2006.
- (4) The options become exercisable in 48 equal monthly installments commencing on 2/18/2006.
- (5) The options become exercisable in 48 equal monthly installments commencing on 3/02/2007.

### Remarks:

Remarks: Form 4 Filing 1 of 4 (continuation report): Related transactions effected by Reporting Person on December 17, 2007.

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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