

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

OMB
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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 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 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	12/17/2007		S ⁽¹⁾		500	D \$ 29.788	37,867 D
Common Stock	12/17/2007		S ⁽¹⁾		100	D \$ 29.78	37,767 D
Common Stock	12/17/2007		S ⁽¹⁾		100	D \$ 29.699	37,667 D
Common Stock	12/17/2007		S ⁽¹⁾		200	D \$ 29.696	37,467 D
	12/17/2007		S ⁽¹⁾		100	D \$ 29.65	37,367 D

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Common Stock							
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.63	36,967	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.627	36,867	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.62	36,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.61	36,367	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.608	36,167	D
Common Stock	12/17/2007	<u>S(1)</u>	1,300	D	\$ 29.6	34,867	D
Common Stock	12/17/2007	<u>S(1)</u>	800	D	\$ 29.59	34,067	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.589	33,967	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.58	33,367	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.579	33,167	D
Common Stock	12/17/2007	<u>S(1)</u>	700	D	\$ 29.57	32,467	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.568	32,267	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.55	32,167	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 29.54	31,767	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 29.53	31,467	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.52	31,367	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 29.517	31,267	D
Common Stock	12/17/2007	<u>S(1)</u>	200	D	\$ 29.5	31,067	D
Common Stock	12/17/2007	<u>S(1)</u>	600	D	\$ 29.49	30,467	D
	12/17/2007	<u>S(1)</u>	316	D	\$ 29.48	30,151	D

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Common
Stock

Common Stock	12/17/2007	S ⁽¹⁾	1,600	D	\$ 29.47	28,551	D
Common Stock	12/17/2007	S ⁽¹⁾	100	D	\$ 29.469	28,451	D
Common Stock	12/17/2007	S ⁽¹⁾	200	D	\$ 29.467	28,251	D

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Remarks:

Remarks: Form 4 Filing 2 of 4 (continuation report): Related transactions effected by Reporting Person on December 17, 200

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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