

ATHEROS COMMUNICATIONS INC

Form 3

January 25, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â HARRIS CHARLES E

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/22/2010

3. Issuer Name and Ticker or Trading Symbol

ATHEROS COMMUNICATIONS INC [ATHR]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O ATHEROS
COMMUNICATIONS,
INC.,Â 5480 GREAT
AMERICA PARKWAY

(Street)

SANTA CLARA,Â CAÂ 95054

(City)

(State)

(Zip)

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

164,935 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	12/15/2009 ⁽²⁾	07/26/2017	Common Stock	20,563	\$ 38.3	D	Â
Employee Stock Options (right to buy)	12/15/2009 ⁽²⁾	02/26/2019	Common Stock	31,225	\$ 8.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS CHARLES E C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	Â X	Â	Â	Â

Signatures

Bruce P. Johnson,
Attorney-in-fact

01/25/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Received in connection with the merger of Intellon Corporation ("Intellon") into the Issuer (the "Merger") on December 15, 2009, in exchange for (a) 1,042,806 shares of Intellon common stock, which converted into common stock of the Issuer at an exchange ratio of (1) 0.134412; (b) 32,830 shares of Intellon common stock, which converted into common stock of the Issuer at an exchange ratio of 0.145039; and (c) 74,940 restricted stock units of Intellon, which converted into restricted stock units of the Issuer at an exchange ratio of 0.267008 and which vested in full immediately upon the Merger.

Received in connection with the Merger on December 15, 2009, in exchange for employee stock options to acquire (a) 82,320 shares of (2) Intellon common stock at an exercise price of \$9.5664 per share; and (b) 125,000 shares of Intellon common stock at an exercise price of \$2.10 per share. The exchange ratio was 0.2498. The options vested in full immediately upon the Merger.

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.