

MENG TERESA H  
Form 4  
May 01, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MENG TERESA H

2. Issuer Name and Ticker or Trading Symbol  
ATHEROS COMMUNICATIONS INC [ATHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O ATHEROS 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)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SANTA CLARA,, CA 95054

(City) (State) (Zip)

**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)
Common Stock	05/01/2007		S(1)	1,900 D \$ 30.32	378,100	I	See Footnote (2)
Common Stock	05/01/2007		S(1)	700 D \$ 30.3	377,400	I	See Footnote (2)
Common Stock	05/01/2007		S(1)	3,200 D \$ 30.25	374,200	I	See Footnote (2)

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Common Stock	05/01/2007	<u>S(1)</u>	1,300	D	\$ 30.23	372,900	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	100	D	\$ 30.21	372,800	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	2,100	D	\$ 30.2	370,700	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	900	D	\$ 30.19	369,800	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	2,154	D	\$ 30.18	367,646	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	800	D	\$ 30.17	366,846	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	5,296	D	\$ 30.16	361,550	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	6,550	D	\$ 30.15	355,000	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	1,000	D	\$ 30.119	354,000	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	200	D	\$ 30.1099	353,800	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	23,800	D	\$ 30.1	330,000	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	400	D	\$ 29.12	329,600	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	900	D	\$ 29.01	328,700	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	5,700	D	\$ 29	323,000	I	See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	500	D	\$ 28.93	322,500	I	See Footnote

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									(2)
Common Stock	05/01/2007	<u>S(1)</u>	1,000	D	\$ 28.92	321,500	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	200	D	\$ 28.91	321,300	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	100	D	\$ 28.89	321,200	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	200	D	\$ 28.88	321,000	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	1,400	D	\$ 28.87	319,600	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	2,000	D	\$ 28.86	317,600	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	800	D	\$ 28.85	316,800	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	1,300	D	\$ 28.8	315,500	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	565	D	\$ 28.74	314,935	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	1,200	D	\$ 28.73	313,735	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	1,600	D	\$ 28.7	312,135	I		See Footnote (2)
Common Stock	05/01/2007	<u>S(1)</u>	1,500	D	\$ 28.69	310,635	I		See Footnote (2)

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.**

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(9-02)

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

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes Meng Teresa H, C/O Atheros Communications, Inc.

Signatures

Bruce P. Johnson, Attorney-in-fact, 05/01/2007

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.
(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 May 1, 2007
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.