

FRANKLIN PAUL G  
Form 4  
May 02, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
FRANKLIN PAUL G

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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President Operations

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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	05/01/2007		M		15,000	\$ 6.34	24,282	D
Common Stock	05/01/2007		S <sup>(1)</sup>		500	\$ 29.06	23,782	D
Common Stock	05/01/2007		S <sup>(1)</sup>		1,400	\$ 29.04	22,382	D
Common Stock	05/01/2007		S <sup>(1)</sup>		100	\$ 29.03	22,282	D
	05/01/2007		S <sup>(1)</sup>		1,300		20,982	D

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Common Stock						\$ 29.02	
Common Stock	05/01/2007	S <sup>(1)</sup>	2,900	D		\$ 29.01	18,082 D
Common Stock	05/01/2007	S <sup>(1)</sup>	8,100	D		\$ 29	9,982 D
Common Stock	05/01/2007	S <sup>(1)</sup>	300	D		\$ 28.99	9,682 D
Common Stock	05/01/2007	S <sup>(1)</sup>	300	D		\$ 28.98	9,382 D
Common Stock	05/01/2007	S <sup>(1)</sup>	100	D		\$ 28.75	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.**

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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 Security (Instr. 3 and 4)
Employee Stock Options (right to buy)	\$ 6.34	05/01/2007		M	15,000	11/25/2003 <sup>(2)</sup> 11/25/2013	Common Stock 15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
FRANKLIN PAUL G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY	Director 10% Owner Officer Other Vice President Operations

