### ATHEROS COMMUNICATIONS INC

Form 4 May 16, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

**OMB APPROVAL** 

response...

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HENNESSY JOHN L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2007

Filed(Month/Day/Year)

\_X\_\_ Director Officer (give title

10% Owner \_ Other (specify

C/O ATHEROS

COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

> (Street) 4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SANTA CLARA,, CA 95054

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi r(A) or Di (Instr. 3,	spose	d of (D)	Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported	Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/15/2007		S(1)	100	D	\$ 28.15	77,799	I	See Footnote (2)
Common Stock	05/15/2007		S <u>(1)</u>	100	D	\$ 28.14	77,699	I	See Footnote
Common Stock	05/15/2007		S(1)	100	D	\$ 28.13	77,599	I	See Footnote

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Common Stock	05/15/2007	S <u>(1)</u>	100	D	\$ 28.12	77,499	I	See Footnote (2)
Common Stock	05/15/2007	S(1)	100	D	\$ 28.07	77,399	I	See Footnote
Common Stock	05/15/2007	S(1)	100	D	\$ 28.06	77,299	I	See Footnote
Common Stock	05/15/2007	S(1)	300	D	\$ 28.05	76,999	I	See Footnote
Common Stock	05/15/2007	S(1)	400	D	\$ 28.01	76,599	I	See Footnote
Common Stock	05/15/2007	S(1)	300	D	\$ 28	76,299	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	200	D	\$ 27.98	76,099	I	See Footnote
Common Stock	05/15/2007	S(1)	300	D	\$ 27.97	75,799	I	See Footnote (2)
Common Stock	05/15/2007	S(1)	200	D	\$ 27.96	75,599	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	300	D	\$ 27.95	75,299	I	See Footnote
Common Stock	05/15/2007	S(1)	300	D	\$ 27.94	74,999	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	100	D	\$ 27.92	74,899	I	See Footnote
Common Stock	05/15/2007	S(1)	100	D	\$ 27.91	74,799	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	300	D	\$ 27.89	74,499	I	See Footnote
Common Stock	05/15/2007	S(1)	800	D	\$ 27.88	73,699	I	See Footnote

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								(2)
Common Stock	05/15/2007	S <u>(1)</u>	800	D	\$ 27.87	72,899	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	700	D	\$ 27.86	72,199	I	See Footnote
Common Stock	05/15/2007	S(1)	1,100	D	\$ 27.85	71,099	I	See Footnote
Common Stock	05/15/2007	S(1)	400	D	\$ 27.84	70,699	I	See Footnote
Common Stock	05/15/2007	S(1)	800	D	\$ 27.83	69,899	I	See Footnote
Common Stock	05/15/2007	S(1)	100	D	\$ 27.82	69,799	I	See Footnote
Common Stock	05/15/2007	S(1)	400	D	\$ 27.81	69,399	I	See Footnote
Common Stock	05/15/2007	S(1)	600	D	\$ 27.8	68,799	I	See Footnote (2)
Common Stock	05/15/2007	S(1)	300	D	\$ 27.79	68,499	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	200	D	\$ 27.78	68,299	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	500	D	\$ 27.77	67,799	I	See Footnote
Common Stock	05/15/2007	S <u>(1)</u>	500	D	\$ 27.75	67,299	I	See Footnote

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

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SEC 1474 (9-02)

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

Derivative	Deriv
Security	Secui
(Instr. 5)	Bene
	Owne
	Follo
	Repo
	Trans
	(Instr
	2

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

## **Signatures**

Bruce P. Johnson, Attorney-in-fact 05/16/2007

\*\*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).

X

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) By the 1993 Hennessy Revocable Trust

#### **Remarks:**

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by Reporting Person on May 15, 2007 are 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.

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