HENNESSY JOHN L

Form 4 June 18, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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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

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) Issuer			
			ATHEROS COMMUNICATIONS INC [ATHR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Other (specify			
C/O ATHEROS			06/15/2007	below) below)			
COMMUNIC	CATIONS	INC 5480					

GREAT AMERICA PARKWAY

(State)

(Street) 4. If Amendment, Date Original

(Zin)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA,, CA 95054

(City)

(City)	(State) (Table Table	e I - Non-D	erivative (Secur	ities Acqu	uired, Disposed of	, or Beneficial	y 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. Security (A) or Di (Instr. 3,	spose	d of (D)	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	06/15/2007		S <u>(1)</u>	18	D	\$ 32.88	57,881	I	See Footnote (2)
Common Stock	06/15/2007		S <u>(1)</u>	82	D	\$ 32.87	57,799	I	See Footnote
Common Stock	06/15/2007		S(1)	300	D	\$ 32.86	57,499	I	See Footnote (2)

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Common Stock	06/15/2007	S(1)	200	D	\$ 32.8	57,299	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	200	D	\$ 32.79	57,099	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	100	D	\$ 32.78	56,999	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	600	D	\$ 32.77	56,399	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	300	D	\$ 32.76	56,099	I	See Footnote
Common Stock	06/15/2007	S(1)	400	D	\$ 32.75	55,699	I	See Footnote
Common Stock	06/15/2007	S(1)	100	D	\$ 32.74	55,599	I	See Footnote
Common Stock	06/15/2007	S(1)	500	D	\$ 32.73	55,099	I	See Footnote
Common Stock	06/15/2007	S(1)	400	D	\$ 32.72	54,699	I	See Footnote (1)
Common Stock	06/15/2007	S(1)	500	D	\$ 32.71	54,199	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	200	D	\$ 32.7	53,999	I	See Footnote
Common Stock	06/15/2007	S(1)	500	D	\$ 32.69	53,499	I	See Footnote
Common Stock	06/15/2007	S(1)	300	D	\$ 32.68	53,199	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	200	D	\$ 32.67	52,999	I	See Footnote
Common Stock	06/15/2007	S(1)	300	D	\$ 32.66	52,699	I	See Footnote

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								(2)
Common Stock	06/15/2007	S <u>(1)</u>	100	D	\$ 32.65	52,599	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	400	D	\$ 32.64	52,199	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	370	D	\$ 32.63	51,829	I	See Footnote
Common Stock	06/15/2007	S(1)	730	D	\$ 32.62	51,099	I	See Footnote
Common Stock	06/15/2007	S(1)	500	D	\$ 32.61	50,599	I	See Footnote
Common Stock	06/15/2007	S(1)	400	D	\$ 32.6	50,199	I	See Footnote
Common Stock	06/15/2007	S(1)	200	D	\$ 32.59	49,999	I	See Footnote (2)
Common Stock	06/15/2007	S <u>(1)</u>	200	D	\$ 32.58	49,799	I	See Footnote (2)
Common Stock	06/15/2007	S <u>(1)</u>	200	D	\$ 32.57	49,599	I	See Footnote (2)
Common Stock	06/15/2007	S <u>(1)</u>	100	D	\$ 32.56	49,499	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	600	D	\$ 32.55	48,899	I	See Footnote
Common Stock	06/15/2007	S <u>(1)</u>	300	D	\$ 32.54	48,599	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	_				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: d	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

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 06/18/2007

**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.
- (2) By the 1993 Hennessy Revocable Trust

Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by Reporting Person on June 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.

Reporting Owners 4