

ATHEROS COMMUNICATIONS INC

Form 4

July 11, 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 *
FRANKLIN PAUL G

(Last) (First) (Middle)

C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/10/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)
				(A) or (D)	Price		
Common Stock	07/10/2007		S ⁽¹⁾	100 D	\$ 32.085	16,282	D
Common Stock	07/10/2007		S ⁽¹⁾	300 D	\$ 32.08	15,982	D
Common Stock	07/10/2007		S ⁽¹⁾	100 D	\$ 32.067	15,882	D
Common Stock	07/10/2007		S ⁽¹⁾	500 D	\$ 32.06	15,382	D
	07/10/2007		S ⁽¹⁾	500 D	\$ 32.05	14,882	D

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Common Stock								
Common Stock	07/10/2007	S ⁽¹⁾	100	D	\$ 32.048	14,782	D	
Common Stock	07/10/2007	S ⁽¹⁾	400	D	\$ 32.03	14,382	D	
Common Stock	07/10/2007	S ⁽¹⁾	900	D	\$ 32.02	13,482	D	
Common Stock	07/10/2007	S ⁽¹⁾	600	D	\$ 31.99	12,882	D	
Common Stock	07/10/2007	S ⁽¹⁾	932	D	\$ 31.96	11,950	D	
Common Stock	07/10/2007	S ⁽¹⁾	700	D	\$ 31.95	11,250	D	
Common Stock	07/10/2007	S ⁽¹⁾	600	D	\$ 31.94	10,650	D	
Common Stock	07/10/2007	S ⁽¹⁾	500	D	\$ 31.92	10,150	D	
Common Stock	07/10/2007	S ⁽¹⁾	300	D	\$ 31.9	9,850	D	
Common Stock	07/10/2007	S ⁽¹⁾	100	D	\$ 31.875	9,750	D	
Common Stock	07/10/2007	S ⁽¹⁾	268	D	\$ 31.87	9,482	D	
Common Stock	07/10/2007	S ⁽¹⁾	200	D	\$ 31.81	9,282	D	

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRANKLIN PAUL G
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA,, CA 95054

Vice President Operations

Signatures

Bruce P. Johnson,
Attorney-in-fact 07/11/2007

__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.

Remarks:

Remarks: Form 4 Filing 2 of 2 (continuation report): Related transactions effected by Reporting Person on July 10, 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.
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