ATHEROS COMMUNICATIONS INC

Form 4

December 19, 2007

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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

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAZAR JACK R Issuer Symbol ATHEROS COMMUNICATIONS (Check all applicable) INC [ATHR] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O ATHEROS 12/17/2007 Chief Financial Officer and VP COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA,, CA 95054

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	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	12/17/2007		S(1)	500	D	\$ 29.788	37,867	D	
Common Stock	12/17/2007		S(1)	100	D	\$ 29.78	37,767	D	
Common Stock	12/17/2007		S(1)	100	D	\$ 29.699	37,667	D	
Common Stock	12/17/2007		S(1)	200	D	\$ 29.696	37,467	D	
	12/17/2007		S(1)	100	D	\$ 29.65	37,367	D	

Person

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Common Stock						
Common Stock	12/17/2007	S(1)	400	D	\$ 29.63 36,967	D
Common Stock	12/17/2007	S(1)	100	D	\$ 29.627 36,867	D
Common Stock	12/17/2007	S(1)	400	D	\$ 29.62 36,467	D
Common Stock	12/17/2007	S(1)	100	D	\$ 29.61 36,367	D
Common Stock	12/17/2007	S <u>(1)</u>	200	D	\$ 29.608 36,167	D
Common Stock	12/17/2007	S <u>(1)</u>	1,300	D	\$ 29.6 34,867	D
Common Stock	12/17/2007	S(1)	800	D	\$ 29.59 34,067	D
Common Stock	12/17/2007	S(1)	100	D	\$ 29.589 33,967	D
Common Stock	12/17/2007	S(1)	600	D	\$ 29.58 33,367	D
Common Stock	12/17/2007	S(1)	200	D	\$ 29.579 33,167	D
Common Stock	12/17/2007	S(1)	700	D	\$ 29.57 32,467	D
Common Stock	12/17/2007	S(1)	200	D	\$ 29.568 32,267	D
Common Stock	12/17/2007	S(1)	100	D	\$ 29.55 32,167	D
Common Stock	12/17/2007	S(1)	400	D	\$ 29.54 31,767	D
Common Stock	12/17/2007	S(1)	300	D	\$ 29.53 31,467	D
Common Stock	12/17/2007	S <u>(1)</u>	100	D	\$ 29.52 31,367	D
Common Stock	12/17/2007	S <u>(1)</u>	100	D	\$ 29.517 31,267	D
Common Stock	12/17/2007	S(1)	200	D	\$ 29.5 31,067	D
Common Stock	12/17/2007	S <u>(1)</u>	600	D	\$ 29.49 30,467	D
	12/17/2007	S(1)	316	D	\$ 29.48 30,151	D

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Common Stock							
Common Stock	12/17/2007	S(1)	1,600	D	\$ 29.47	28,551	D
Common Stock	12/17/2007	S(1)	100	D	\$ 29.469	28,451	D
Common Stock	12/17/2007	S <u>(1)</u>	200	D	\$ 29.467	28,251	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amour Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other

LAZAR JACK R C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Chief Financial Officer and VP

Signatures

Bruce P. Johnson, 12/19/2007 Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 3

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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:

a currently valid OMB number.

Remarks: Form 4 Filing 2 of 4 (continuation report): Related transactions effected by Reporting Person on December 17, 200 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