

Chu Hing
Form 3/A
February 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chu Hing | | (Month/Day/Year) | ATHEROS COMMUNICATIONS INC [ATHR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/21/2009 | | 02/02/2009 |
| C/O ATHEROS COMMUNICATIONS, INC., Â 5480 GREAT AMERICA PARKWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | |
| | | | (give title below) (specify below) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | Vice President Operations | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| SANTA CLARA, Â CA Â 95054 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 15,600 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Options (right to buy) | 03/13/2002 ⁽²⁾ | 03/12/2012 | Common Stock | 10,500 | \$ 1.72 | D | Â |
| Employee Stock Options (right to buy) | 08/13/2003 ⁽³⁾ | 08/12/2013 | Common Stock | 9,000 | \$ 1.987 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽⁴⁾ | 08/19/2010 | Common Stock | 313 | \$ 7.75 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽⁵⁾ | 09/02/2010 | Common Stock | 105 | \$ 7.91 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽⁶⁾ | 06/23/2015 | Common Stock | 15,000 | \$ 8.89 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽⁷⁾ | 08/25/2015 | Common Stock | 30,000 | \$ 10.37 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽⁸⁾ | 09/12/2016 | Common Stock | 20,000 | \$ 17.36 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽⁹⁾ | 02/01/2014 | Common Stock | 22,500 | \$ 24.4 | D | Â |
| Employee Stock Options (right to buy) | Â ⁽¹⁰⁾ | 02/12/2015 | Common Stock | 21,000 | \$ 27.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chu Hing C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054 | Â | Â | Â Vice President Operations | Â |

Signatures

Bruce P. Johnson -
Attorney-in-fact

02/02/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,406 Restricted Stock Units that will vest and be settled in shares of Common Stock in 9 equal quarterly installments commencing February 2, 2009 and 4,550 Restricted Stock Units that will vest and be settled in shares of Common Stock in 13 equal quarterly installments commencing February 2, 2009.

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- (2) All of the options became exercisable on 3/13/02. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 4/1/2003 and lapsed as to the remaining shares in 36 equal monthly installments beginning on 5/1/2003.
- (3) All of the options became exercisable on 8/13/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 20% of the shares on 8/13/2004, and lapsed as to the remaining shares in 48 equal monthly installments beginning on 9/13/2004.
- (4) 25% of the options became exercisable on 8/20/2005, and the remaining options became exercisable in 36 equal monthly installments beginning on 9/20/2005.
- (5) 25% of the options became exercisable on 9/03/2005, and the remaining options became exercisable in 36 equal monthly installments beginning on 10/03/2005.
- (6) 25% of the options became exercisable on 6/24/2006, and the remaining options become exercisable in 36 equal monthly installments beginning on 7/24/2006.
- (7) 25% of the options became exercisable on 8/19/2006, and the remaining options become exercisable in 36 equal monthly installments beginning on 9/19/2006.
- (8) The options become exercisable in 48 equal monthly installments commencing on 10/13/2006.
- (9) The options become exercisable in 48 equal monthly installments commencing on 03/02/2007.
- (10) The options become exercisable in 48 equal monthly installments commencing on 03/13/2008.

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.