LAZAR JACK R Form 4 May 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

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

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obligations
may continue.

See Instruction

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See Instruction

30(h) of the Investment Company Act of 1940

See Instruction 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] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) C/O ATHEROS 05/04/2009 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 Person

(City)	(State)	(Zip) 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. Securit or Dispos (Instr. 3, 4	ed of (`	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	05/04/2009		M	31,250	A	\$ 2.26	94,792 (1)	D		
Common Stock	05/04/2009		S(2)	40,000	D	\$ 17.9723 (3)	54,792	D		
Common Stock	05/05/2009		S(2)	1,875	D	\$ 17.8431 (4)	52,917	D		

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right to buy)	\$ 2.26	05/04/2009		M	31,250	10/03/2003(5)	10/03/2013	Common Stock	31,2

Reporting Owners

Reporting Owner Name / Address Relationships

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, Attorney-in-fact 05/05/2009

**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) Includes 1,875 shares acquired in May 2009 pursuant to the 2004 Employee Stock Purchase Plan.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$17.60 to \$18.38. The
- (3) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

Reporting Owners 2

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- Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$17.77 to \$17.96. The
- (4) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
- All of the options became exercisable on 10/03/2003. The shares underlying the options are subject to the issuer's right of repurchase which lapsed as to 25% of the shares on 09/29/2004, and lapsed as to the remaining shares in 36 equal monthly installments beginning on 10/29/2004.

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.