

ATHEROS COMMUNICATIONS INC  
 Form 4  
 August 02, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 LAZAR JACK R

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/01/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer and VP

SANTA CLARA,, CA 95054  
 (City) (State) (Zip)

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

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	08/01/2007		M	25,000	A \$ 2.26	31,667	D
Common Stock	08/01/2007		M	12,500	A \$ 9.34	44,167	D
Common Stock	08/01/2007		M	12,500	A \$ 10.03	56,667	D
Common Stock	08/01/2007		S <sup>(1)</sup>	500	D \$ 27.93	56,167	D
	08/01/2007		S <sup>(1)</sup>	400	D \$ 27.85	55,767	D

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Common Stock							
Common Stock	08/01/2007	<u>S(1)</u>	100	D	\$ 27.82	55,667	D
Common Stock	08/01/2007	<u>S(1)</u>	500	D	\$ 27.81	55,167	D
Common Stock	08/01/2007	<u>S(1)</u>	520	D	\$ 27.8	54,647	D
Common Stock	08/01/2007	<u>S(1)</u>	700	D	\$ 27.79	53,947	D
Common Stock	08/01/2007	<u>S(1)</u>	1,701	D	\$ 27.78	52,246	D
Common Stock	08/01/2007	<u>S(1)</u>	100	D	\$ 27.77	52,146	D
Common Stock	08/01/2007	<u>S(1)</u>	200	D	\$ 27.765	51,946	D
Common Stock	08/01/2007	<u>S(1)</u>	800	D	\$ 27.76	51,146	D
Common Stock	08/01/2007	<u>S(1)</u>	3,791	D	\$ 27.75	47,355	D
Common Stock	08/01/2007	<u>S(1)</u>	200	D	\$ 27.745	47,155	D
Common Stock	08/01/2007	<u>S(1)</u>	2,312	D	\$ 27.74	44,843	D
Common Stock	08/01/2007	<u>S(1)</u>	200	D	\$ 27.73	44,643	D
Common Stock	08/01/2007	<u>S(1)</u>	1,700	D	\$ 27.72	42,943	D
Common Stock	08/01/2007	<u>S(1)</u>	600	D	\$ 27.71	42,343	D
Common Stock	08/01/2007	<u>S(1)</u>	300	D	\$ 27.7	42,034	D
Common Stock	08/01/2007	<u>S(1)</u>	100	D	\$ 27.69	41,943	D
Common Stock	08/01/2007	<u>S(1)</u>	1,100	D	\$ 27.68	40,843	D
Common Stock	08/01/2007	<u>S(1)</u>	175	D	\$ 27.67	40,668	D
Common Stock	08/01/2007	<u>S(1)</u>	500	D	\$ 27.66	40,168	D
	08/01/2007	<u>S(1)</u>	1,100	D	\$ 27.65	39,068	D

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Common Stock								
Common Stock	08/01/2007	S <sup>(1)</sup>	100	D	\$ 27.647	38,968	D	
Common Stock	08/01/2007	S <sup>(1)</sup>	1,925	D	\$ 27.64	37,043	D	
Common Stock	08/01/2007	S <sup>(1)</sup>	100	D	\$ 27.63	36,943	D	
Common Stock	08/01/2007	S <sup>(1)</sup>	2,800	D	\$ 27.62	34,143	D	
Common Stock	08/01/2007	S <sup>(1)</sup>	936	D	\$ 27.61	33,207	D	

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

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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 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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 2.26	08/01/2007		M	25,000	10/03/2003 <sup>(2)</sup> 10/03/2013	Common Stock	25,000
Employee Stock Options (right to buy)	\$ 9.34	08/01/2007		M	12,500	01/14/2004 <sup>(3)</sup> 01/14/2014	Common Stock	12,500
Employee Stock Options (right to buy)	\$ 10.03	08/01/2007		M	12,500	<sup>(4)</sup> 01/21/2015	Common Stock	12,500

