

Szilagyi Gary
Form 4
October 31, 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 *
Szilagyi Gary

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President Sales

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2007

(Street)
SANTA CLARA,, CA 95054

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

(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. 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	10/30/2007		M		10,000	A	\$ 14.38	13,646	D	
Common Stock	10/30/2007		S ⁽¹⁾		2,800	D	\$ 32.5	10,846	D	
Common Stock	10/30/2007		S ⁽¹⁾		2,298	D	\$ 32.46	8,548	D	
Common Stock	10/30/2007		S ⁽¹⁾		2	D	\$ 32.36	8,546	D	
	10/30/2007		S ⁽¹⁾		300	D		8,246	D	

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Common Stock						\$ 32.32			
Common Stock	10/30/2007	S ⁽¹⁾	100	D		\$ 32.31	8,146	D	
Common Stock	10/30/2007	S ⁽¹⁾	4,500	D		\$ 32.26	3,646	D	
Common Stock	10/31/2007	M	25,000	A		\$ 14.38	28,646	D	
Common Stock	10/31/2007	S ⁽¹⁾	1,000	D		\$ 35.03	27,646	D	
Common Stock	10/31/2007	S ⁽¹⁾	800	D		\$ 35.02	26,846	D	
Common Stock	10/31/2007	S ⁽¹⁾	2,700	D		\$ 35.01	24,146	D	
Common Stock	10/31/2007	S ⁽¹⁾	20,500	D		\$ 35	3,646	D	
Common Stock							2,626	I	See Footnote <u>(2)</u>

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 14.38	10/30/2007		M	10,000	<u>(3)</u>	01/18/2011	Common Stock	10,000
	\$ 14.38	10/31/2007		M	25,000	<u>(3)</u>	01/18/2011		25,000

Employee
 Stock
 Options
 (right to
 buy)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szilagyi Gary C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054			Vice President Sales	

Signatures

Bruce P. Johnson, 10/31/2007
 Attorney-in-fact

__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.
 - (2) By the Szilagyi Family Revocable Trust
 - (3) 25% of the options became exercisable on 1/18/2007, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/18/2007.

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.