

ATHEROS COMMUNICATIONS INC  
 Form 4  
 November 14, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2006

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			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)	
			Code	V	Amount					(A) or (D)
Common Stock	11/14/2006		M		25,000	A	\$ 2.26	25,000	D	
Common Stock	11/14/2006		S		1,500	D	\$ 24.15	23,500	D	
Common Stock	11/14/2006		S		1,100	D	\$ 24.07	22,400	D	
Common Stock	11/14/2006		S		1,000	D	\$ 24.0601	21,400	D	
Common Stock	11/14/2006		S		1,500	D	\$ 24	19,900	D	

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Common Stock							
Common Stock	11/14/2006	S	200	D	\$ 23.89	19,700	D
Common Stock	11/14/2006	S	100	D	\$ 23.86	19,600	D
Common Stock	11/14/2006	S	700	D	\$ 23.84	18,900	D
Common Stock	11/14/2006	S	400	D	\$ 23.8	18,500	D
Common Stock	11/14/2006	S	800	D	\$ 23.75	17,700	D
Common Stock	11/14/2006	S	1,436	D	\$ 23.69	16,264	D
Common Stock	11/14/2006	S	1,500	D	\$ 23.6201	14,764	D
Common Stock	11/14/2006	S	50	D	\$ 23.62	14,714	D
Common Stock	11/14/2006	S	400	D	\$ 23.61	14,314	D
Common Stock	11/14/2006	S	1,814	D	\$ 23.6	12,500	D
Common Stock	11/14/2006	S	100	D	\$ 23.5901	12,400	D
Common Stock	11/14/2006	S	1,000	D	\$ 23.59	11,400	D
Common Stock	11/14/2006	S	1,400	D	\$ 23.58	10,000	D
Common Stock	11/14/2006	S	1,700	D	\$ 23.57	8,300	D
Common Stock	11/14/2006	S	3,000	D	\$ 23.56	5,300	D
Common Stock	11/14/2006	S	1,500	D	\$ 23.5501	3,800	D
Common Stock	11/14/2006	S	1,900	D	\$ 23.55	1,900	D
Common Stock	11/14/2006	S	800	D	\$ 23.54	1,100	D
Common Stock	11/14/2006	S	1,000	D	\$ 23.5301	100	D
	11/14/2006	S	100	D	\$ 23.52	0	D

Common  
Stock

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. 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	11/14/2006		M	25,000	10/03/2003 <sup>(1)</sup> 10/03/2013	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
LAZAR JACK R C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	Director 10% Owner Officer  Chief Financial Officer and VP

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

11/14/2006

\_\_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) 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 lapses as to the remaining shares in 36 equal monthly installments beginning on

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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.  
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