

ATHEROS COMMUNICATIONS INC
 Form 4
 January 11, 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 *
BAHR RICHARD G

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2007

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Vice President Engineering

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

(Street)

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

SANTA CLARA,, CA 95054

(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 Beneficial Ownership (Instr. 4)
Common Stock	01/10/2007		M	116 A	\$ 1.72 66,702 ⁽¹⁾	I	See Footnote <u>(2)</u>
Common Stock	01/10/2007		M	39,884 A	\$ 9.333 106,586	I	See Footnote <u>(2)</u>
Common Stock	01/10/2007		S ⁽³⁾	300 D	\$ 23.99 106,286	I	See Footnote <u>(2)</u>

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Common Stock	01/10/2007	<u>S(3)</u>	100	D	\$ 23.985	106,186	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	400	D	\$ 23.97	105,786	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	32	D	\$ 23.91	105,754	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	200	D	\$ 23.88	105,554	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	600	D	\$ 23.86	104,954	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	100	D	\$ 23.85	104,854	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	400	D	\$ 23.82	104,454	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,000	D	\$ 23.8	103,454	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,100	D	\$ 23.79	102,354	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	3,450	D	\$ 23.75	98,904	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	350	D	\$ 23.74	98,554	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	2,400	D	\$ 23.73	96,154	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	700	D	\$ 23.72	95,454	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,300	D	\$ 23.71	94,154	I	See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	4,500	D	\$ 23.7	89,654	I	See Footnote

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									(2)
Common Stock	01/10/2007	<u>S(3)</u>	100	D	\$ 23.69	89,554	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,800	D	\$ 23.68	87,754	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	800	D	\$ 23.67	86,954	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,500	D	\$ 23.66	85,454	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	968	D	\$ 23.65	84,486	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	500	D	\$ 23.64	83,986	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,544	D	\$ 23.61	82,442	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	2,156	D	\$ 23.6	80,286	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,000	D	\$ 23.59	79,286	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	1,525	D	\$ 23.58	77,761	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	200	D	\$ 23.57	77,561	I		See Footnote (2)
Common Stock	01/10/2007	<u>S(3)</u>	875	D	\$ 23.55	76,686	I		See Footnote (2)

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

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(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 Option (right to buy)	\$ 1.72	01/10/2007		M	116	03/12/2003 ⁽⁴⁾ 03/12/2013	Common Stock	116
Employee Stock Option (right to buy)	\$ 9.333	01/10/2007		M	39,884	01/14/2004 ⁽⁵⁾ 01/14/2014	Common Stock	39,884

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BAHR RICHARD G
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA,, CA 95054

Vice President Engineering

Signatures

Bruce P. Johnson,
Attorney-in-fact 01/11/2007

**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 389 shares acquired in November 2006 pursuant to the 2004 Employee Stock Purchase Plan.
- (2) By the Bahr Family Trust
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (4) All of the options became exercisable on 3/12/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapses in 48 equal monthly installments beginning on 3/28/2003.

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- All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase that
- (5) lapsed as to 25% of the shares on 1/14/2005, and lapses as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on January 10, 2005.

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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