

ATHEROS COMMUNICATIONS INC
 Form 4/A
 February 05, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2007

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/02/2007

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)			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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	02/01/2007		M	V	25,000	A \$ 2.26	25,000	D	
Common Stock	02/01/2007		M		12,500	D \$ 9.34	37,500	D	
Common Stock	02/01/2007		S ⁽¹⁾		800	D \$ 24.27	36,700	D	
Common Stock	02/01/2007		S ⁽¹⁾		280	D \$ 24.26	36,420	D	
	02/01/2007		S ⁽¹⁾		260	D \$ 24.25	36,160	D	

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Common Stock							
Common Stock	02/01/2007	<u>S(1)</u>	320	D	\$ 24.24	35,840	D
Common Stock	02/01/2007	<u>S(1)</u>	260	D	\$ 24.23	35,580	D
Common Stock	02/01/2007	<u>S(1)</u>	700	D	\$ 24.22	34,880	D
Common Stock	02/01/2007	<u>S(1)</u>	2,903	D	\$ 24.21	31,977	D
Common Stock	02/01/2007	<u>S(1)</u>	20	D	\$ 24.209	31,957	D
Common Stock	02/01/2007	<u>S(1)</u>	20	D	\$ 24.205	31,937	D
Common Stock	02/01/2007	<u>S(1)</u>	4,720	D	\$ 24.2	27,217	D
Common Stock	02/01/2007	<u>S(1)</u>	920	D	\$ 24.19	26,297	D
Common Stock	02/01/2007	<u>S(1)</u>	1,060	D	\$ 24.18	25,237	D
Common Stock	02/01/2007	<u>S(1)</u>	280	D	\$ 24.17	24,957	D
Common Stock	02/01/2007	<u>S(1)</u>	540	D	\$ 24.16	24,417	D
Common Stock	02/01/2007	<u>S(1)</u>	180	D	\$ 24.15	24,237	D
Common Stock	02/01/2007	<u>S(1)</u>	300	D	\$ 24.13	23,937	D
Common Stock	02/01/2007	<u>S(1)</u>	417	D	\$ 24.12	23,520	D
Common Stock	02/01/2007	<u>S(1)</u>	20	D	\$ 24.11	23,500	D
Common Stock	02/01/2007	<u>S(1)</u>	702	D	\$ 24.1	22,798	D
Common Stock	02/01/2007	<u>S(1)</u>	180	D	\$ 24.099	22,618	D
Common Stock	02/01/2007	<u>S(1)</u>	762	D	\$ 24.09	21,856	D
Common Stock	02/01/2007	<u>S(1)</u>	301	D	\$ 24.089	21,555	D
	02/01/2007	<u>S(1)</u>	659	D	\$ 24.08	20,896	D

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Common Stock								
Common Stock	02/01/2007	S ⁽¹⁾	340	D	\$ 24.06	20,556	D	
Common Stock	02/01/2007	S ⁽¹⁾	760	D	\$ 24.05	19,796	D	
Common Stock	02/01/2007	S ⁽¹⁾	860	D	\$ 24.03	18,936	D	
Common Stock	02/01/2007	S ⁽¹⁾	520	D	\$ 24.02	18,416	D	
Common Stock	02/01/2007	S ⁽¹⁾	1,656	D	\$ 24.01	16,760	D	

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 2.26	02/01/2007		M	25,000	10/03/2003 ⁽²⁾	10/03/2013	Common Stock	25,000
Employee Stock Options (right to buy)	\$ 9.34	02/01/2007		M	12,500	01/14/2004 ⁽³⁾	01/14/2014	Common Stock	12,500

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

02/05/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

All of the options became exercisable on 10/03/2003. The shares underlying the options are subject to the issuer's right of repurchase

(2) 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 10/29/2004.

All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase

(3) which lapsed as to 20% 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 February 1, 2007.

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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