

ATHEROS COMMUNICATIONS INC  
 Form 4  
 February 23, 2007

**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 \*  
 Antes Todd

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)  
 02/22/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President Marketing

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	02/22/2007		M		7,500	A	\$ 9.74	10,168	D	
Common Stock	02/22/2007		S		500	D	\$ 27.17	9,668	D	
Common Stock	02/22/2007		S		950	D	\$ 27.15	8,718	D	
Common Stock	02/22/2007		S		500	D	\$ 27.148	8,218	D	
	02/22/2007		S		550	D		7,668	D	

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Common Stock					\$			
					27.1445			
Common Stock	02/22/2007		S	2,600	D	\$ 27.14	5,068	D
Common Stock	02/22/2007		S	400	D	\$ 27.1375	4,668	D
Common Stock	02/22/2007		S	2,000	D	\$ 27.13	2,668	D
Common Stock	02/23/2007		M	7,500	A	\$ 9.74	10,168	D
Common Stock	02/23/2007		S	1,500	D	\$ 27.38	8,668	D
Common Stock	02/23/2007		S	500	D	\$ 27.36	8,168	D
Common Stock	02/23/2007		S	1,000	D	\$ 27.35	7,168	D
Common Stock	02/23/2007		S	500	D	\$ 27.33	6,668	D
Common Stock	02/23/2007		S	1,000	D	\$ 27.3	5,668	D
Common Stock	02/23/2007		S	500	D	\$ 27.29	5,168	D
Common Stock	02/23/2007		S	1,000	D	\$ 27.28	4,168	D
Common Stock	02/23/2007		S	500	D	\$ 27.26	3,668	D
Common Stock	02/23/2007		S	550	D	\$ 27.23	3,118	D
Common Stock	02/23/2007		S	450	D	\$ 27.22	2,668	D

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A) or (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Employee Stock Options (right to buy)	\$ 9.74	02/22/2007	M			7,500	07/21/2005 <sup>(1)</sup>	07/21/2015	Common Stock	7,500
Employee Stock Options (right to buy)	\$ 9.74	02/23/2007	M			7,500	07/21/2005 <sup>(1)</sup>	07/21/2015	Common Stock	7,500

## Reporting Owners

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

## Signatures

Bruce P. Johnson, 02/23/2007  
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) 25% of the options became exercisable on 7/21/2006, and the remaining options become exercisable in 36 equal monthly installments commencing 8/21/2006.

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.