

ATHEROS COMMUNICATIONS INC

Form 3

January 25, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 HARRIS CHARLES E
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/22/2010

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

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

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

SANTA CLARA, CA 95054
 (City) (State) (Zip)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	164,935 ⁽¹⁾	D	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Options (right to buy)	12/15/2009 ⁽²⁾	07/26/2017	Common Stock	20,563	\$ 38.3	D	Â
Employee Stock Options (right to buy)	12/15/2009 ⁽²⁾	02/26/2019	Common Stock	31,225	\$ 8.41	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARRIS CHARLES E
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA, CA 95054

Â X Â Â Â

Signatures

Bruce P. Johnson,
Attorney-in-fact

01/25/2010

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Received in connection with the merger of Intellon Corporation ("Intellon") into the Issuer (the "Merger") on December 15, 2009, in exchange for (a) 1,042,806 shares of Intellon common stock, which converted into common stock of the Issuer at an exchange ratio of (1) 0.134412; (b) 32,830 shares of Intellon common stock, which converted into common stock of the Issuer at an exchange ratio of 0.145039; and (c) 74,940 restricted stock units of Intellon, which converted into restricted stock units of the Issuer at an exchange ratio of 0.267008 and which vested in full immediately upon the Merger.

Received in connection with the Merger on December 15, 2009, in exchange for employee stock options to acquire (a) 82,320 shares of (2) Intellon common stock at an exercise price of \$9.5664 per share; and (b) 125,000 shares of Intellon common stock at an exercise price of \$2.10 per share. The exchange ratio was 0.2498. The options vested in full immediately upon the Merger.

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.