

Naskar Ben D
Form 4
January 25, 2010

FORM 4

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

OMB APPROVAL

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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 *
Naskar Ben D

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)
Vice President & GM

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2010

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/22/2010		M		7,986	A	\$ 27.37
Common Stock	01/22/2010		S ⁽¹⁾		7,000	D	\$ 34.0403
Common Stock	01/22/2010		S ⁽¹⁾		3,486	D	\$ 34.6512
Common Stock	01/22/2010		A		45,000	A	\$ 0

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- Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$33.60 to \$34.45. The
- (2) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

- Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$34.60 to \$34.70. The
- (3) Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

- On February 6, 2009, the Reporting Person was granted restricted stock units ("RSUs") that would vest subject to the Issuer's satisfaction of certain performance criteria for the fiscal year ended December 31, 2009. The performance criteria for 2009 were met and certified by
- (4) the Compensation Committee of the Issuer's Board of Directors on January 22, 2010, resulting in vesting of the RSUs as follows: The RSUs will vest and be settled in shares of the Issuer's common stock over three (3) years, with the first 1/3 of the RSUs vesting on February 8, 2010 and the remaining RSUs vesting in equal quarterly installments over the following two (2) years.
- (5) The options become exercisable in 48 equal monthly installments commencing on March 13, 2008.

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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