

ATHEROS COMMUNICATIONS INC  
 Form 4  
 March 22, 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 \*  
**HENNESSY JOHN L**

(Last) (First) (Middle)

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

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/21/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |                                   |
| Common Stock                    | 03/21/2007                           |  | S <sup>(1)</sup>               | 2,300 D \$ 25.5   | 106,399   | I  | See Footnote (2)                  |
| Common Stock                    | 03/21/2007                           |  | S <sup>(1)</sup>               | 200 D \$ 25.49  | 106,199   | I  | See Footnote (2)                  |
| Common Stock                    | 03/21/2007                           |  | S <sup>(1)</sup>               | 300 D \$ 25.48  | 105,899   | I  | See Footnote (2)                  |

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|              |            |                        |     |   |          |         |   |                         |
|--------------|------------|------------------------|-----|---|----------|---------|---|-------------------------|
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 600 | D | \$ 25.46 | 105,299 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 600 | D | \$ 25.45 | 104,699 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 500 | D | \$ 25.44 | 104,199 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 300 | D | \$ 25.43 | 103,899 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 700 | D | \$ 25.42 | 103,199 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 600 | D | \$ 25.41 | 102,599 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 200 | D | \$ 25.4  | 102,399 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 200 | D | \$ 25.39 | 102,199 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 400 | D | \$ 25.38 | 101,799 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 25.37 | 101,699 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 25.36 | 101,599 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 100 | D | \$ 25.35 | 101,499 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 500 | D | \$ 25.28 | 100,999 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 600 | D | \$ 25.25 | 100,399 | I | See Footnote <u>(2)</u> |
| Common Stock | 03/21/2007 | <u>S<sup>(1)</sup></u> | 400 | D | \$ 25.2  | 99,999  | I | See Footnote            |

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|              |            |                  |       |   |    |        |   |                               |
|--------------|------------|------------------|-------|---|----|--------|---|-------------------------------|
| Common Stock | 03/21/2007 | S <sup>(1)</sup> | 2,100 | D | \$ | 97,899 | I | (2)<br>See<br>Footnote<br>(2) |
|--------------|------------|------------------|-------|---|----|--------|---|-------------------------------|

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

**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.**

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HENNESSY JOHN L<br>C/O ATHEROS COMMUNICATIONS, INC.<br>5480 GREAT AMERICA PARKWAY<br>SANTA CLARA,, CA 95054 |               | X         |         |       |

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

03/22/2007

        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.

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(2) By the 1993 Hennessy Revocable Trust

**Remarks:**

Remarks: Form 4 Filing 2 of 2 (continuation report): Related transactions effected by Reporting Person on March 21, 2007 and

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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