

LAZAR JACK R
Form 4
July 24, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAZAR JACK R

(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)
07/22/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/22/2009		M	5,000 A	\$ 9.34 57,043	D	
Common Stock	07/22/2009		M	13,436 A	\$ 10.03 70,479	D	
Common Stock	07/22/2009		S ⁽¹⁾	20,000 D	\$ 24.4069 50,479	D	
					⁽²⁾		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 9.34	07/22/2009		M	5,000	01/14/2004 ⁽³⁾ 01/14/2014	Common Stock 5,000
Employee Stock Options (right to buy)	\$ 10.03	07/22/2009		M	13,436	⁽⁴⁾ 01/21/2015	Common Stock 13,436

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

Adam H. Tachner,
Attorney-in-fact 07/24/2009

__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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- Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$24.1209 to \$24.80. 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.

- All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase that
- (3) lapsed as to 25% of the shares on 1/14/2005, and lapsed as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

- (4) 25% of the options became exercisable on 1/21/2006, and the remaining options became exercisable in 36 equal monthly installments commencing on 2/21/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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