

ATHEROS COMMUNICATIONS INC
 Form 4
 May 21, 2008

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 *
 Szilagyi Gary

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)
 05/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President Sales

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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	05/19/2008		M		20,000 A \$ 14.38	33,365	D
Common Stock	05/19/2008		S ⁽¹⁾		300 D \$ 32.2	33,065	D
Common Stock	05/19/2008		S ⁽¹⁾		200 D \$ 32.13	32,865	D
Common Stock	05/19/2008		S ⁽¹⁾		1,000 D \$ 32.12	31,865	D
	05/19/2008		S ⁽¹⁾		1,000 D	30,865	D

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Common Stock					\$									
Common Stock	05/19/2008		S ⁽¹⁾	500	D	\$ 32.1	30,365							
Common Stock	05/19/2008		S ⁽¹⁾	1,800	D	\$ 32.08	28,565							
Common Stock	05/19/2008		S ⁽¹⁾	300	D	\$ 32.06	28,265							
Common Stock	05/19/2008		S ⁽¹⁾	300	D	\$ 32.05	27,965							
Common Stock	05/19/2008		S ⁽¹⁾	500	D	\$ 32.04	27,465							
Common Stock	05/19/2008		S ⁽¹⁾	500	D	\$ 32.03	26,965							
Common Stock	05/19/2008		S ⁽¹⁾	400	D	\$ 32.02	26,565							
Common Stock	05/19/2008		S ⁽¹⁾	400	D	\$ 32.01	26,165							
Common Stock	05/19/2008		S ⁽¹⁾	12,800	D	\$ 32	13,365							
Common Stock							4,847			I			See Footnote (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee	\$ 14.38	05/19/2008		M	20,000	(3) 01/18/2016	Common	20,000

Stock
Options
(right to
buy)

Stock

Reporting Owners

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

Signatures

Bruce P. Johnson,
Attorney-in-fact

05/19/2008

__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.
 - (2) By the Szilagy Family Revocable Trust
 - (3) 25% of the options became exercisable on 1/18/2007, and the remaining options become exercisable in 36 equal monthly installments commencing on 2/18/2007.

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.