

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

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)
03/21/2007

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/21/2007		S ⁽¹⁾	2,300 D \$ 25.5	106,399	I	See Footnote (2)
Common Stock	03/21/2007		S ⁽¹⁾	200 D \$ 25.49	106,199	I	See Footnote (2)
Common Stock	03/21/2007		S ⁽¹⁾	300 D \$ 25.48	105,899	I	See Footnote (2)

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

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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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