BARRATT CRAIG H

Form 4

February 09, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

(- J F -	r	

1. Name and Address of Reporting Person * **BARRATT CRAIG H**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

(Last) (First) (Middle)

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

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

President and CEO

C/O ATHEROS 02/08/2010

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA,, CA 95054

Stock

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	02/08/2010		M	20,000	A	\$ 9.34	390,363	D	
Common Stock	02/08/2010		S <u>(1)</u>	57,593	D	\$ 32.66 (3)	332,770	D	
Common Stock	02/08/2010		S <u>(1)</u>	207	D	\$ 33.04	332,563	D	
Common							2,250	I	See

Footnote

Common Stock See I Footnote (2)

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

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(2)

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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securition (Instr. 3 and 4)	
Б. 1				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right to	\$ 9.34	02/08/2010		M	20,000	01/14/2004(4)	01/14/2014	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address	Kelationships					
. 0	Director	10% Owner	Officer	Other		
BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	X		President and CEO			

Signatures

Bruce P.

buy)

Johnson 02/09/2010

**Signature of Date
Reporting Person

Reporting Owners 2

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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.
 - These shares are held in trust for the benefit of the reporting person's son. The reporting person's brother-in-law is the trustee of the trust.
- (2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
 - Represents the weighted average sales price for a number of sale transactions effected at prices ranging from \$32.04 to \$33.02. 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.
- 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 (4) lapsed as to 30,000 of the shares on 1/14/2005, and lapsed as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

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.