

FAINTUCH AMIR
Form 3
December 02, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FAINTUCH AMIR</p> <p>(Last) (First) (Middle)</p> <p>C/O ATHEROS COMMUNICATIONS, INC.,Â 1700 TECHNOLOGY DRIVE</p> <p>(Street)</p> <p>SAN JOSE,,Â CAÂ 95110</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/29/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ATHEROS COMMUNICATIONS INC [ATHR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President & GM</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 24,480 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Employee Stock Options (right to buy) | Â (2) | 09/16/2018 | Common Stock | 100,000 | \$ 24.39 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 02/10/2017 | Common Stock | 50,000 | \$ 34.02 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAINTUCH AMIR C/O ATHEROS COMMUNICATIONS, INC. 1700 TECHNOLOGY DRIVE SAN JOSE,, CA 95110 | Â | Â | Â Senior Vice President & GM | Â |

Signatures

Bruce P. Johnson,
Attorney-in-fact

12/02/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Includes 14,063 Restricted Stock Units that will vest and be settled in shares of Common Stock in nine equal quarterly installments commencing on February 8, 2011 and 10,417 Restricted Stock Units that will vest and be settled in shares of Common Stock in five equal quarterly installments commencing on February 8, 2011.
- (1) 25% of the options became exercisable on 9/15/2009, and the remaining options became exercisable in 36 equal monthly installments beginning on 10/15/2009.
 - (2) The options become exercisable in 48 equal monthly installments commencing on March 11, 2010.

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.