

KISH DENNIS G
Form 4
May 24, 2011

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 *
KISH DENNIS G

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)
C/O ATHEROS COMMUNICATIONS, INC., 1700 TECHNOLOGY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2011

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

SAN JOSE,, CA 95110
(City) (State) (Zip)

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

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 or Price | | | | | |
| Common Stock | 05/24/2011 | | A | | 7,200 <u>(1)</u> | A | \$ 0 <u>(1)</u> | 65,200 | D | |
| Common Stock | 05/24/2011 | | D | | 65,200 <u>(2)</u> | D | \$ 0 <u>(2)</u> | 0 | D | |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 44.75 | 05/24/2011 | | D | 10,000 | ⁽³⁾ 03/07/2021 | Common Stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KISH DENNIS G
C/O ATHEROS COMMUNICATIONS, INC.
1700 TECHNOLOGY DRIVE
SAN JOSE,, CA 95110

Vice President Operations

Signatures

Bruce P. Johnson,
Attorney-in-fact 05/24/2011

 **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) Consists of restricted stock units ("RSUs") that were granted on 5/24/2011.
Consists of RSUs there were cancelled and converted into RSUs for a number of shares of Qualcomm Incorporated ("Qualcomm") common stock determined by multiplying the number of shares of Issuer common stock subject to these RSUs by approximately 0.791, subject to substantially the same terms and conditions as applied to these RSUs, pursuant to that certain Agreement and Plan of Merger dated as of January 5, 2011 (the "Merger Agreement"), by and among the Issuer, Qualcomm and T Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Qualcomm ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer with the Issuer surviving as a wholly owned subsidiary of Qualcomm.
- (3) 25% of the options become exercisable on 3/7/2012, and the remaining options become exercisable in 36 equal monthly installments beginning on 4/7/2012.
This option was cancelled and converted into an option to purchase a number of shares of Qualcomm common stock determined by
- (4) multiplying the number of shares of Issuer common stock underlying the option by approximately 0.791, subject to substantially the same terms and conditions as applied to this option, pursuant to the Merger Agreement.

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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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