

Rabinovitsj Daniel A
 Form 4
 May 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Rabinovitsj Daniel A

2. Issuer Name and Ticker or Trading Symbol
 ATHEROS COMMUNICATIONS INC [ATHR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President & GM

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

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

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 (A) or (D)		
Common Stock	05/24/2011		A		33,500 (1)	A	\$ 0 (1) 111,118 D
Common Stock	05/24/2011		D		15,500 (2)	D	\$ 0 (2) 111,118 D
Common Stock	05/24/2011		D		109,593 (3)	D	\$ 0 (3) 1,525 D
Common Stock	05/24/2011		D		1,525 (4)	D	\$ 45 (4) 0 D

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

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SEC 1474
(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
Employee Stock Options (right to buy)	\$ 34	05/24/2011		D	50,000	(⁵) 05/27/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Rabinovitsj Daniel A C/O ATHEROS COMMUNICATIONS, INC. 1700 TECHNOLOGY DRIVE SAN JOSE,, CA 95110	Director 10% Owner Officer Senior Vice President & GM

Signatures

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

 **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.

(2) Consists of RSUs that were granted on 1/16/2011, that would vest subject to the Issuer's satisfaction of certain performance criteria for the fiscal year ended 12/31/2011; provided, however, that upon the closing of the merger contemplated by that certain Agreement and Plan of Merger dated as of January 5, 2011 (the "Merger Agreement"), by and among the Issuer, Qualcomm Incorporated ("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 (the "Merger"), these RSUs were

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cancelled and converted into RSUs for a number of shares of Qualcomm common stock determined by multiplying the number of shares of Issuer common stock subject to these RSUs by approximately 0.791. These RSUs will vest on a time-based schedule.

- Consists of RSUs that were cancelled and converted into RSUs for a number of shares of Qualcomm common stock determined by
- (3) 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 the Merger Agreement.
 - (4) Disposed of pursuant to the Merger Agreement in exchange for \$45.00 per share on the effective date of the Merger.
 - (5) 25% of the options shall become exercisable on 5/28/2011, and the remaining options become exercisable in 36 equal monthly installments commencing 6/28/2011.

- This option was cancelled and converted into an option to purchase a number of shares of Qualcomm common stock determined by
- (6) 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.

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.