

ZHENG JASON
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 *
ZHENG JASON

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)
05/24/2011

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

C/O ATHEROS COMMUNICATIONS, INC., 1700 TECHNOLOGY DRIVE

(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

SAN JOSE,, CA 95110

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2011		A		37,500 (1)	A	\$ 0 (1)
Common Stock	05/24/2011		D		20,000 (2)	D	\$ 0 (2)
Common Stock	05/24/2011		D		90,937 (3)	D	\$ 0 (3)
Common Stock	05/24/2011		D		128,937	D	\$ 45 (4)
	05/24/2011		D		8,426 (5)	D	0

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Common Stock \$ 45 (4) By Daughter

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

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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 Number Shares
Employee Stock Options (right to buy)	\$ 13.87	05/24/2011		D	150,000	(6) 02/15/2019	Common Stock 150,000
Employee Stock Options (right to buy)	\$ 34.02	05/24/2011		D	50,000	(8) 02/10/2017	Common Stock 50,000

Reporting Owners

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

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 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

(2) 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 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.

(3) Consists of RSUs that were 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, 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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(6) 25% of the options became exercisable on 2/16/2010, and the remaining options become exercisable in 36 equal monthly installments commencing on 3/16/2010.

(7) This option was cancelled and converted into an option to purchase a number of shares of Qualcomm common stock determined by 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 these options, pursuant to the Merger Agreement.

(8) The options became exercisable in 48 equal monthly installments commencing on 3/11/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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