

ATHEROS COMMUNICATIONS INC  
 Form 4  
 March 22, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**HENNESSY JOHN L**

(Last) (First) (Middle)

C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/21/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/21/2007		S <sup>(1)</sup>	2,300 D \$ 25.5	106,399	I	See Footnote (2)
Common Stock	03/21/2007		S <sup>(1)</sup>	200 D \$ 25.49	106,199	I	See Footnote (2)
Common Stock	03/21/2007		S <sup>(1)</sup>	300 D \$ 25.48	105,899	I	See Footnote (2)

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Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	600	D	\$ 25.46	105,299	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	600	D	\$ 25.45	104,699	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 25.44	104,199	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 25.43	103,899	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	700	D	\$ 25.42	103,199	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	600	D	\$ 25.41	102,599	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 25.4	102,399	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 25.39	102,199	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	400	D	\$ 25.38	101,799	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 25.37	101,699	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 25.36	101,599	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 25.35	101,499	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 25.28	100,999	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	600	D	\$ 25.25	100,399	I	See Footnote <u>(2)</u>
Common Stock	03/21/2007	<u>S<sup>(1)</sup></u>	400	D	\$ 25.2	99,999	I	See Footnote



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(2) By the 1993 Hennessy Revocable Trust

**Remarks:**

Remarks: Form 4 Filing 2 of 2 (continuation report): Related transactions effected by Reporting Person on March 21, 2007 and

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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