

RAPPAPORT ANDREW
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

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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 *
RAPPAPORT ANDREW

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)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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) | | 8. Exercise or Conversion Price of Derivative Security (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|----|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Director Stock Options (right to buy) | \$ 12.29 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/18/2014 | Common Stock | 7,500 | \$ |
| Director Stock Options (right to buy) | \$ 8.53 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/24/2015 | Common Stock | 7,500 | \$ |
| Director Stock Options (right to buy) | \$ 21.15 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/24/2016 | Common Stock | 7,500 | \$ |
| Director Stock Options (right to buy) | \$ 29.15 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/22/2017 | Common Stock | 7,500 | \$ |
| Director Stock Options (right to buy) | \$ 31.39 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/22/2018 | Common Stock | 7,500 | \$ |
| Director Stock Options (right to buy) | \$ 16.04 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/21/2019 | Common Stock | 7,500 | \$ |
| Director Stock Options (right to buy) | \$ 33.12 | 05/24/2011 | | D | | 7,500 | | <u>(1)</u> | 05/23/2020 | Common Stock | 7,500 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RAPPAPORT ANDREW C/O ATHEROS COMMUNICATIONS, INC. 1700 TECHNOLOGY DRIVE SAN JOSE,, CA 95110 | X | | | |

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) The options are fully vested and exercisable.

This option was cancelled and converted into the right to receive a cash payment equal to the number of shares of the Issuer's common stock underlying this option multiplied by the amount, if any, that \$45.00 exceeded the exercise price of this option, less any applicable withholding taxes, pursuant to that certain Agreement and Plan of Merger dated as of January 5, 2011, by and among Atheros

(2) Communications, Inc., a Delaware corporation (the "Issuer"), Qualcomm Incorporated, a Delaware corporation ("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 the merger as a wholly owned subsidiary of Qualcomm (the "Merger").

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.