

LAZAR JACK R
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 *
LAZAR JACK R

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)
CFO and Senior VP

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)	
			Code	V	Amount or Price (A) or (D)			
Common Stock	05/24/2011		A		37,500 (1)	A	\$ 0 (1) 178,639	D
Common Stock	05/24/2011		D		20,000 (2)	D	\$ 0 (2) 178,639	D
Common Stock	05/24/2011		D		116,376 (3)	D	\$ 0 (3) 62,263	D
Common Stock	05/24/2011		D		62,263 (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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(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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (right to buy)	\$ 2.26	05/24/2011		D	26,547	<u>(5)</u> 10/02/2013	Common Stock	26,547
Employee Stock Options (right to buy)	\$ 24.4	05/24/2011		D	22,500	<u>(5)</u> 02/01/2014	Common Stock	22,500
Employee Stock Options (right to buy)	\$ 27.37	05/24/2011		D	45,000	<u>(7)</u> 02/12/2015	Common Stock	45,000
Employee Stock Options (right to buy)	\$ 34.02	05/24/2011		D	V 50,000	<u>(8)</u> 02/10/2017	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAZAR JACK R C/O ATHEROS COMMUNICATIONS, INC.			CFO and Senior VP	

1700 TECHNOLOGY DRIVE
SAN JOSE,, CA 95110

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.

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) The options are fully vested.

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 these options, pursuant to the Merger Agreement.

(7) The options become exercisable in 48 equal monthly installments commencing on 3/13/2008.

(8) The options become 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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