

SHIH WILLY C
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 *
SHIH WILLY C

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) Price | | | |
| | | | Code V | Amount (D) | Price (1) | | |
| Common Stock | 05/24/2011 | | D | 1,500 D | \$ 45 0 | D | |

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)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Options (right to buy) | \$ 23.68 | 05/24/2011 | | D | 37,500 | <u>(2)</u> 11/21/2016 | Common Stock | 37,500 |
| Director Stock Options (right to buy) | \$ 29.15 | 05/24/2011 | | D | 7,500 | <u>(2)</u> 05/22/2017 | Common Stock | 7,500 |
| Director Stock Options (right to buy) | \$ 31.39 | 05/24/2011 | | D | 7,500 | <u>(4)</u> 05/22/2018 | Common Stock | 7,500 |
| Director Stock Options (right to buy) | \$ 16.04 | 05/24/2011 | | D | 7,500 | <u>(5)</u> 05/21/2019 | Common Stock | 7,500 |
| Director Stock Options (right to buy) | \$ 33.12 | 05/24/2011 | | D | 7,500 | <u>(6)</u> 05/23/2020 | Common Stock | 7,500 |

Reporting Owners

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

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).

- Disposed of pursuant to that certain Agreement and Plan of Merger dated as of January 5, 2011 (the "Merger Agreement"), by and among Atheros Communications, Inc., a Delaware corporation (the "Issuer"), Qualcomm Incorporated, a Delaware corporation ("Qualcomm"),
- (1) 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"), in exchange for \$45.00 per share on the effective date of the Merger.
 - (2) 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 the Merger Agreement.
 - (4) The options become exercisable in 48 equal monthly installments commencing on 6/23/2008. All of the options became exercisable upon the effective date of the Merger.
 - (5) The options become exercisable in 48 equal monthly installments commencing on 6/22/2009. All of the options became exercisable upon the effective date of the Merger.
 - (6) The options become exercisable in 48 equal monthly installments commencing on 6/24/2010. All of the options became exercisable upon the effective date of 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.

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