

Chu Hing
Form 3/A
February 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Chu Hing

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/21/2009

3. Issuer Name **and** Ticker or Trading Symbol

ATHEROS COMMUNICATIONS INC [ATHR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

Vice President Operations

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

02/02/2009

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

(Street)

SANTA CLARA,Â CAÂ 95054

(City)

(State)

(Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

Common Stock

2. Amount of Securities
Beneficially Owned
(Instr. 4)

15,600 ⁽¹⁾

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

D

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Â

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

SEC 1473 (7-02)

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Options (right to buy)	03/13/2002 ⁽²⁾	03/12/2012	Common Stock	10,500	\$ 1.72	D	Â
Employee Stock Options (right to buy)	08/13/2003 ⁽³⁾	08/12/2013	Common Stock	9,000	\$ 1.987	D	Â
Employee Stock Options (right to buy)	Â ⁽⁴⁾	08/19/2010	Common Stock	313	\$ 7.75	D	Â
Employee Stock Options (right to buy)	Â ⁽⁵⁾	09/02/2010	Common Stock	105	\$ 7.91	D	Â
Employee Stock Options (right to buy)	Â ⁽⁶⁾	06/23/2015	Common Stock	15,000	\$ 8.89	D	Â
Employee Stock Options (right to buy)	Â ⁽⁷⁾	08/25/2015	Common Stock	30,000	\$ 10.37	D	Â
Employee Stock Options (right to buy)	Â ⁽⁸⁾	09/12/2016	Common Stock	20,000	\$ 17.36	D	Â
Employee Stock Options (right to buy)	Â ⁽⁹⁾	02/01/2014	Common Stock	22,500	\$ 24.4	D	Â
Employee Stock Options (right to buy)	Â ⁽¹⁰⁾	02/12/2015	Common Stock	21,000	\$ 27.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chu Hing C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	Â	Â	Â Vice President Operations	Â

Signatures

Bruce P. Johnson -
Attorney-in-fact

02/02/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
Includes 1,406 Restricted Stock Units that will vest and be settled in shares of Common Stock in 9 equal quarterly installments commencing February 2, 2009 and 4,550 Restricted Stock Units that will vest and be settled in shares of Common Stock in 13 equal quarterly installments commencing February 2, 2009.

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- (2) All of the options became exercisable on 3/13/02. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 4/1/2003 and lapsed as to the remaining shares in 36 equal monthly installments beginning on 5/1/2003.
- (3) All of the options became exercisable on 8/13/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 20% of the shares on 8/13/2004, and lapsed as to the remaining shares in 48 equal monthly installments beginning on 9/13/2004.
- (4) 25% of the options became exercisable on 8/20/2005, and the remaining options became exercisable in 36 equal monthly installments beginning on 9/20/2005.
- (5) 25% of the options became exercisable on 9/03/2005, and the remaining options became exercisable in 36 equal monthly installments beginning on 10/03/2005.
- (6) 25% of the options became exercisable on 6/24/2006, and the remaining options become exercisable in 36 equal monthly installments beginning on 7/24/2006.
- (7) 25% of the options became exercisable on 8/19/2006, and the remaining options become exercisable in 36 equal monthly installments beginning on 9/19/2006.
- (8) The options become exercisable in 48 equal monthly installments commencing on 10/13/2006.
- (9) The options become exercisable in 48 equal monthly installments commencing on 03/02/2007.
- (10) The options become exercisable in 48 equal monthly installments commencing on 03/13/2008.

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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