

KING CHRISTINE
Form 4
May 24, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KING CHRISTINE

(Last) (First) (Middle)

**C/O ATHEROS
COMMUNICATIONS, INC., 1700
TECHNOLOGY DRIVE**

(Street)

SAN JOSE,, CA 95110

(City) (State) (Zip)

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

**ATHEROS COMMUNICATIONS
INC [ATHR]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/24/2011		D	5,950	D		

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

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information contained in this form are not
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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)	\$ 23.48	05/24/2011		D	22,500	<u>(2)</u> 04/03/2018	Common Stock	22,500
Director Stock Options (right to buy)	\$ 16.04	05/24/2011		D	6,250	<u>(4)</u> 05/21/2019	Common Stock	6,250
Director Stock Options (right to buy)	\$ 33.12	05/24/2011		D	7,500	<u>(5)</u> 05/23/2020	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KING CHRISTINE 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).

- (1) 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"), 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

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exchange for \$45.00 per share on the effective date of the Merger.

- (2) 25% of the options became exercisable on 4/4/2009, and the remaining options become exercisable in 36 equal monthly installments commencing on 5/4/2009. All of the options became exercisable upon the effective date of the Merger.

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.
- (3) 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.
- (4) 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.
- (5) 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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