ATHEROS COMMUNICATIONS INC

Form 4

February 15, 2006

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MENG TERESA H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title __ Other (specify

(Month/Day/Year) 02/14/2006

Filed(Month/Day/Year)

C/O ATHEROS

COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA,, CA 95054

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securition Dispose (Instr. 3, 4	ed of (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	02/14/2006		S(1)	3,668	D D	\$ 21.015	1,076,332	I	By Teresa H. Meng Trust
Common Stock	02/14/2006		S(1)	7,102	D	\$ 21.1	1,069,230	I	By Teresa H. Meng Trust
Common Stock	02/14/2006		S <u>(1)</u>	1,580	D	\$ 21.05	1,067,650	I	By Teresa H. Meng Trust

Common Stock	02/14/2006	S(1)	500	D	\$ 21.04	1,067,150	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	5,000	D	\$ 21.03	1,062,150	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	5,000	D	\$ 21.015	1,057,150	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	10,000	D	\$ 21.02	1,047,150	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	700	D	\$ 21.01	1,046,450	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	23,950	D	\$ 21	1,022,500	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	2,500	D	\$ 20.95	1,020,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	100	D	\$ 20.93	1,019,900	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	200	D	\$ 20.92	1,019,700	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	100	D	\$ 20.91	1,019,600	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	9,500	D	\$ 20.9	1,010,100	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	200	D	\$ 20.88	1,009,900	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	4,900	D	\$ 20.87	1,005,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	5,000	D	\$ 20.85	1,000,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	100	D	\$ 20.81	999,900	I	By Teresa H. Meng

								Trust
Common Stock	02/14/2006	S <u>(1)</u>	2,400	D	\$ 20.8	997,500	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	2,500	D	\$ 20.76	995,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S(1)	200	D	\$ 20.55	994,800	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S(1)	10,000	D	\$ 20.54	984,800	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	1,333	D	\$ 20.4	983,467	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	473	D	\$ 20.31	982,994	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	694	D	\$ 20.3	982,300	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	2,300	D	\$ 20.25	980,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	5,000	D	\$ 20.2	975,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	2,500	D	\$ 20.18	972,500	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	2,500	D	\$ 20.16	970,000	I	By Teresa H. Meng Trust
Common Stock	02/14/2006	S <u>(1)</u>	7,500	D	\$ 20.15	962,500	I	By Teresa H. Meng Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numbe			
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MENG TERESA H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054



Signatures

Bruce P. Johnson, Attorney-in-fact 02/15/2006

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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.

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