

ATHEROS COMMUNICATIONS INC
 Form 4
 April 11, 2006

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 *
BAHR RICHARD G

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)
04/10/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President Engineering

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

(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

SANTA CLARA,, CA 95054

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/10/2006		M		50,000	A	\$ 1.72	114,322	I	By the Bahr Family Trust
Common Stock	04/10/2006		S ⁽¹⁾		6,000	D	\$ 27.82	108,322	I	By the Bahr Family Trust
Common Stock	04/10/2006		S ⁽¹⁾		6,000	D	\$ 27.5988	102,322	I	By the Bahr

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Common Stock	04/10/2006	<u>S⁽¹⁾</u>	8,000	D	\$ 27.539	94,322	I	Family Trust By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	10,000	D	\$ 27.4574	84,322	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	13,000	D	\$ 27.1476	71,322	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	3,000	D	\$ 26.8373	68,322	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	1,000	D	\$ 26.7	67,322	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	2,162	D	\$ 26.61	65,160	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	300	D	\$ 26.6	64,860	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	100	D	\$ 26.59	64,760	I	By the Bahr Family Trust
Common Stock	04/10/2006	<u>S⁽¹⁾</u>	438	D	\$ 26.58	64,322	I	By the Bahr Family Trust

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 1.72	04/10/2006		M	10,000	03/13/2002 ⁽²⁾ 03/13/2012	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 1.72	04/10/2006		M	40,000	03/13/2002 ⁽³⁾ 03/13/2012	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
BAHR RICHARD G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	Director 10% Owner Officer Other Vice President Engineering

Signatures

Bruce P. Johnson,
Attorney-in-fact
04/11/2006

**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.
- (2) All of the options became exercisable on 3/13/2002. The shares underlying the options are subject to the issuer's right of repurchase that lapses in 12 equal monthly installments beginning on 3/28/2005.
All of the options became exercisable on 3/13/2002. The shares underlying the options are subject to the issuer's right of repurchase that lapses as to 25% of the shares on 2/28/2003, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/28/2003.
- (3) All of the options became exercisable on 3/13/2002. The shares underlying the options are subject to the issuer's right of repurchase that lapses as to 25% of the shares on 2/28/2003, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/28/2003.

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