

BAHR RICHARD G

Form 4/A

January 20, 2006

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
burden hours per
response... 0.5

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice President Engineering

(Street)
SANTA CLARA, CA 95054

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/21/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	11/18/2005		M		50,000	A \$ 1.72	64,322 ⁽¹⁾	I	By the Bahr Family Trust
Common Stock	11/18/2005		S ⁽²⁾		49,900	D \$ 9.76	14,422	I	By the Bahr Family Trust
Common Stock	11/18/2005		S ⁽²⁾		100	D \$ 9.77	14,322	I	By the Bahr

Common Stock	11/18/2005	S ⁽²⁾	1,000	D	\$ 9.76	11,250	I	Family Trust See footnote ⁽³⁾
Common Stock	11/18/2005	S ⁽²⁾	1,000	D	\$ 9.76	11,250	I	See footnote ⁽³⁾
Common Stock	11/18/2005	S ⁽²⁾	1,000	D	\$ 9.76	11,250	I	See footnote ⁽³⁾

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

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

SEC 1474
(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)
Employee Stock Options (right to buy)	\$ 1.72	11/18/2005		M	50,000	08/08/2001 ⁽⁴⁾ 08/08/2011	Common Stock 50,000

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 Vice President Engineering

Signatures

Bruce P. Johnson,
Attorney-in-fact

01/20/2006

__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) Includes 413 shares acquired in November 2005 pursuant to the 2004 Employee Stock Purchase Plan.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) By wife as custodian for daughter
- (4) All of the options became exercisable on 8/8/2001. The shares underlying the options are subject to the issuer's right of repurchase that lapsed in 12 equal monthly installments beginning on 3/28/2004.

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.