

Szilagyi Gary

Form 3

February 06, 2006

**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 Szilagyi Gary

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/18/2006

3. Issuer Name and Ticker or Trading Symbol

ATHEROS COMMUNICATIONS INC [ATHR]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice President Sales

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)

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

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

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

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

SEC 1473 (7-02)

**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.**

**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 (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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|                                          | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------------------------|---------------------|--------------------|-----------------|----------------------------------|----------|------------------------------------------------|---|
| Employee Stock Options<br>(right to buy) | Â (1)               | 01/18/2011         | Common<br>Stock | 220,000                          | \$ 14.38 | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |                        |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                                             | Director      | 10% Owner | Officer                | Other |
| Szilagyi Gary<br>C/O ATHEROS COMMUNICATIONS, INC.<br>5480 GREAT AMERICA PARKWAY<br>SANTA CLARA,,Â CAÂ 95054 | Â             | Â         | Â Vice President Sales | Â     |

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

02/06/2006

\_\_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).
- (1) 25% of the options become exercisable on 1/18/2007, and the remaining options become exercisable in 36 monthly installments commencing 2/18/2007.

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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