BARRATT CRAIG H
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
BARRATT CRAIG H

(Last) (First) (Middle)

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

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ATHEROS COMMUNICATIONS INC [ATHR]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/08/2006		S(1)		900	D	$ 25.55	156,650	D	
Common Stock	05/08/2006		S(1)		2,200	D	$ 25.54	154,450	D	
Common Stock	05/08/2006		S(1)		1,700	D	$ 25.53	152,750	D	
Common Stock	05/08/2006		S(1)		800	D	$ 25.52	151,950	D	
	05/08/2006		S(1)		1,500	D		150,450	D	

Common Stock					$ 25.51		
Common Stock	05/08/2006	S(1)	3,800	D	$ 25.5	146,650	D
Common Stock	05/08/2006	S(1)	1,900	D	$ 25.49	144,750	D
Common Stock	05/08/2006	S(1)	1,100	D	$ 25.48	143,650	D
Common Stock	05/08/2006	S(1)	1,872	D	$ 25.47	141,778	D
Common Stock	05/08/2006	S(1)	1,928	D	$ 25.46	139,850	D
Common Stock	05/08/2006	S(1)	1,500	D	$ 25.45	138,350	D
Common Stock	05/08/2006	S(1)	2,536	D	$ 25.44	135,814	D
Common Stock	05/08/2006	S(1)	3,964	D	$ 25.43	131,850	D
Common Stock	05/08/2006	S(1)	1,900	D	$ 25.42	129,950	D
Common Stock	05/08/2006	S(1)	1,300	D	$ 25.41	128,650	D
Common Stock	05/08/2006	S(1)	2,700	D	$ 25.4	125,950	D
Common Stock	05/08/2006	S(1)	1,900	D	$ 25.39	124,050	D
Common Stock	05/08/2006	S(1)	500	D	$ 25.38	123,550	D
Common Stock	05/08/2006	S(1)	800	D	$ 25.37	122,750	D
Common Stock	05/08/2006	S(1)	2,600	D	$ 25.36	120,150	D
Common Stock	05/08/2006	S(1)	1,600	D	$ 25.35	118,550	D
Common Stock	05/08/2006	S(1)	900	D	$ 25.34	117,650	D
Common Stock	05/08/2006	S(1)	400	D	$ 25.33	117,250	D
Common Stock	05/08/2006	S(1)	300	D	$ 25.32	116,950	D
	05/08/2006	S(1)	1,200	D	$ 25.3	115,750	D

Common Stock										
Common Stock	05/09/2006		M		109,100	A	$ 1.72	224,850	D	
Common Stock	05/09/2006		S(1)		100	D	$ 25.66	224,750	D	
Common Stock	05/09/2006		S(1)		1,100	D	$ 25.51	223,650	D	
Common Stock								2,250	I	See Footnote (2)
Common Stock								2,250	I	See Footnote (2)

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

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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)

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Options (right to buy)	$ 1.72	05/09/2006		M			109,100	04/09/2003(3)	04/09/2013	Common Stock	109

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY	X		President and CEO	

SANTA CLARA,, CA 95054

Signatures

Bruce P. Johnson, Attorney-in-fact	05/10/2006
**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)	These shares are held in trust for the benefit of the reporting person's son. The reporting person's brother-in-law is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
(3)	All of the options became exercisable on 4/9/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 2/23/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/23/2004.

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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