

BARRATT CRAIG H

Form 4

May 10, 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 *
BARRATT CRAIG H

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)
05/09/2006

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/09/2006		S ⁽¹⁾		599	D \$ 24.64	136,444	D	
Common Stock	05/09/2006		S ⁽¹⁾		400	D \$ 24.63	136,044	D	
Common Stock	05/09/2006		S ⁽¹⁾		1,214	D \$ 24.62	134,830	D	
Common Stock	05/09/2006		S ⁽¹⁾		1,080	D \$ 24.61	133,750	D	
	05/09/2006		S ⁽¹⁾		1,100	D \$ 24.6	132,650	D	

Edgar Filing: BARRATT CRAIG H - Form 4

Common
Stock

Common Stock	05/09/2006	<u>S</u> (1)	700	D	\$ 24.58	131,950	D
Common Stock	05/09/2006	<u>S</u> (1)	600	D	\$ 24.56	131,350	D
Common Stock	05/09/2006	<u>S</u> (1)	2,300	D	\$ 24.55	129,050	D
Common Stock	05/09/2006	<u>S</u> (1)	300	D	\$ 24.54	128,750	D
Common Stock	05/09/2006	<u>S</u> (1)	400	D	\$ 24.53	128,350	D
Common Stock	05/09/2006	<u>S</u> (1)	575	D	\$ 24.5	127,775	D
Common Stock	05/09/2006	<u>S</u> (1)	800	D	\$ 24.49	126,975	D
Common Stock	05/09/2006	<u>S</u> (1)	2,800	D	\$ 24.48	124,175	D
Common Stock	05/09/2006	<u>S</u> (1)	100	D	\$ 24.47	124,075	D
Common Stock	05/09/2006	<u>S</u> (1)	200	D	\$ 24.46	123,875	D
Common Stock	05/09/2006	<u>S</u> (1)	1,325	D	\$ 24.44	122,550	D
Common Stock	05/09/2006	<u>S</u> (1)	2,200	D	\$ 24.43	120,350	D
Common Stock	05/09/2006	<u>S</u> (1)	1,100	D	\$ 24.42	119,250	D
Common Stock	05/09/2006	<u>S</u> (1)	300	D	\$ 24.41	118,950	D
Common Stock	05/09/2006	<u>S</u> (1)	300	D	\$ 24.4	118,650	D
Common Stock	05/09/2006	<u>S</u> (1)	300	D	\$ 24.39	118,350	D
Common Stock	05/09/2006	<u>S</u> (1)	700	D	\$ 24.38	117,650	D
Common Stock	05/09/2006	<u>S</u> (1)	500	D	\$ 24.37	117,150	D
Common Stock	05/09/2006	<u>S</u> (1)	200	D	\$ 24.36	116,950	D
	05/09/2006	<u>S</u> (1)	400	D		116,550	D

Edgar Filing: BARRATT CRAIG H - Form 4

Common Stock						\$ 24.35			
Common Stock	05/09/2006		S ⁽¹⁾	300	D	\$ 24.28	116,250	D	
Common Stock	05/09/2006		S ⁽¹⁾	500	D	\$ 24.24	115,750	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.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	X President and CEO

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.

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.

(2) 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.

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.