

ATHEROS COMMUNICATIONS INC

Form 4

May 19, 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 *
HENNESSY JOHN L

(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)
05/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 or Price (A) or (D)		
Common Stock	05/17/2006		S ⁽¹⁾		177 D \$ 21.39	4,738	I By Son
Common Stock	05/17/2006		S ⁽¹⁾		50 D \$ 21.38	4,688	I By Son
Common Stock	05/17/2006		S ⁽¹⁾		100 D \$ 22.41	6,150	I By Son
Common Stock	05/17/2006		S ⁽¹⁾		100 D \$ 22.34	6,050	I By Son
	05/17/2006		S ⁽¹⁾		50 D	6,000	I By Son

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Common Stock						\$ 22.28		
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 22.07	5,900	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 21.9	5,800	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 21.88	5,700	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 21.87	5,600	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 21.85	5,500	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	60	D	\$ 21.76	5,440	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	200	D	\$ 21.63	5,240	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	200	D	\$ 21.58	5,040	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	50	D	\$ 21.57	4,990	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	2	D	\$ 21.56	4,988	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	200	D	\$ 21.53	4,788	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	50	D	\$ 21.46	4,738	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	50	D	\$ 21.38	4,688	I	By Son
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 22.54	6,150	I	By Trust (2)
Common Stock	05/17/2006	<u>S</u> (1)	50	D	\$ 22.28	6,100	I	By Trust (2)
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 22.12	6,000	I	By Trust (2)
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 22.03	5,900	I	By Trust (2)
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 22	5,800	I	By Trust (2)
Common Stock	05/17/2006	<u>S</u> (1)	100	D	\$ 21.93	5,700	I	By Trust (2)
	05/17/2006	<u>S</u> (1)	200	D		5,500	I	

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Common Stock					\$ 21.84			By Trust (2)
Common Stock	05/17/2006	S(1)	100	D	\$ 21.79	5,400	I	By Trust (2)
Common Stock	05/17/2006	S(1)	100	D	\$ 21.67	5,300	I	By Trust (2)
Common Stock	05/17/2006	S(1)	98	D	\$ 21.56	5,202	I	By Trust (2)
Common Stock	05/17/2006	S(1)	200	D	\$ 21.5	5,002	I	By Trust (2)
Common Stock	05/17/2006	S(1)	200	D	\$ 21.48	4,802	I	By Trust (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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L
C/O ATHEROS COMMUNICATIONS, INC.
5480 GREAT AMERICA PARKWAY
SANTA CLARA,, CA 95054

X

Signatures

Bruce P. Johnson,
Attorney-in-fact

05/19/2006

__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 sister-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.

Remarks:

Remarks: Form 4 Filing 4 of 5 (continuation report): Related transactions effected by the Reporting Person on May 17, 2006

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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