

ATHEROS COMMUNICATIONS INC
 Form 4
 February 03, 2005

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 *
 ELMORE WILLIAM B

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)
 70 WILLOW ROAD, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2005

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

MENLO PARK, CA 94025
 (City) (State) (Zip)

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

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	02/02/2005	02/02/2005	J ⁽⁴⁾		79,481	A	\$ 11.99	102,099 I	By The Elmore Living Trust ⁽¹⁾
Common Stock	02/02/2005	02/02/2005	J ⁽⁴⁾		1,800,000	D	\$ 11.99	1,033,785 I	By Foundation Capital II, L.P. ⁽²⁾
Common Stock								237,562 I	By Foundation Capital II Entrepreneurs Fund, LLC ⁽²⁾

Common Stock	119,282	I	By Foundation Capital II Principals Fund, LLC ⁽²⁾
Common Stock	1,203,885	I	By Foundation Capital Leadership Fund, L.P. ⁽³⁾
Common Stock	32,105	I	By Foundation Capital Leadership Principals Fund, LLC ⁽³⁾

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

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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 Reported Transaction (Instr. 6)
				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
ELMORE WILLIAM B 70 WILLOW ROAD, SUITE 200 MENLO PARK, CA 94025	X			

Signatures

/s/ William B.
Elmore

02/03/2005

 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) Shares held by William B. Elmore as Trustee of the Elmore Living Trust U/T/A 7/27/90.

William B. Elmore ("Elmore") is a Manager of Foundation Capital Management Co. II, LLC ("FC2M"), which is the sole General Partner of Foundation Capital II, L.P. ("FC2") and the sole Manager of Foundation Capital II Entrepreneurs Fund, LLC ("FC2E") and Foundation Capital II Principals Fund, LLC ("FC2P"). FC2M exercises sole voting and investment power over the shares owned by FC2, FC2E and FC2P. As a Manager of FC2M, Elmore is deemed to share voting and investment powers over the shares held by FC2, FC2E, and FC2P. Elmore disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (2) William B. Elmore ("Elmore") is a Manager of FC Leadership Management Co., LLC ("FCLM"), which serves as the sole General Partner of Foundation Capital Leadership Fund, L.P. ("FCL") and the sole Manager of Foundation Capital Leadership Principals Fund, LLC ("FCLP"). FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP. As a Manager of FCLM, Elmore is deemed to share voting and investment powers over the shares held by FCL and FCLP. Elmore disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (3) In-kind distribution. On 2/2/05, Foundation Capital II, L.P. distributed 1,800,000 shares of stock to its partners through which Mr. Elmore received 79,481 shares indirectly.

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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