

BASKETT FOREST
 Form 4
 February 08, 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 *
 BASKETT FOREST

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)
 1119 ST. PAUL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2006

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

BALTIMORE, MD 21202
 (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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/07/2006		J ⁽¹⁾	478 A <u>(1)</u>	40,934	I	See Note 2 <u>(2)</u>
Common Stock	02/07/2006		J ⁽³⁾	109 A <u>(3)</u>	41,043	I	See Note 2 <u>(2)</u>

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

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SEC 1474 (9-02)

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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 Owned Following Reporting Transaction (Instr. 3 and 4)
				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
BASKETT FOREST 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		

Signatures

Louis S. Citron 02/08/2006
 **Signature of Date
 Reporting Person

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) Pro-rata distribution by New Enterprise Associates 9, Limited Partnership ("NEA 9") to its partners for no consideration. The Reporting Person is a limited partner of NEA 9 through the Baskett-Bell Family Trust. The Reporting Person does not have voting and dispositive power over the securities owned by NEA 9. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Act of 1934, as amended, of such portion of these shares in which the Reporting Person has no actual pecuniary interest therein.
- (2) Shares owned by the Baskett-Bell Family Trust
- Pro-rata distribution by New Enterprise Associates 9, Limited Partnership ("NEA 9") to its partners for no consideration. The Reporting Person is a limited partner through the Basket-Bell Family Trust of NEA Partners 9, Limited Partnership which is the general partner of
- (3) NEA 9. The Reporting Person does not have voting and dispositive power over the securities owned by NEA 9. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Act of 1934, as amended, of such portion of these shares in which the Reporting Person has no actual pecuniary interest therein.

Remarks:

In addition to the securities reported herein, the Reporting Person directly owns options for 7,500 common shares granted on M
 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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