BARRATT CRAIG H

Form 4

February 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

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Check this box

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 may continue. See Instruction

(Middle)

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BARRATT CRAIG H**

2. Issuer Name and Ticker or Trading

Symbol

Issuer

ATHEROS COMMUNICATIONS

INC [ATHR]

(Check all applicable)

President and CEO

5. Relationship of Reporting Person(s) to

3. Date of Earliest Transaction

02/24/2005

(Month/Day/Year)

X_ Officer (give title below)

X Director

Other (specify

10% Owner

C/O ATHEROS COMMUNICATIONS, INC., 529

(Street)

(First)

ALMANOR AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUNNYVALE,, CA 94085

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/24/2005		S <u>(1)</u>	1,000	D	\$ 12.85	68,450	D	
Common Stock	02/24/2005		S(1)	700	D	\$ 12.82	67,750	D	
Common Stock	02/24/2005		S <u>(1)</u>	1,000	D	\$ 12.72	66,750	D	
Common Stock	02/24/2005		S <u>(1)</u>	1,000	D	\$ 12.7	65,750	D	
							2,250	I	

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 $\begin{array}{c} \text{Common} \\ \text{Stock} \\ \\ \text{Common} \\ \text{Stock} \\ \end{array} \qquad \begin{array}{c} \text{See} \\ \\ \frac{(2)}{2} \\ \\ \text{See} \\ \\ \text{Connote} \\ \\ \text{Stock} \\ \end{array}$

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. ctionNumber of S) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARRATT CRAIG H
C/O ATHEROS COMMUNICATIONS, INC.
529 ALMANOR AVENUE
SUNNYVALE,, CA 94085

President and CEO

Signatures

Bruce P. Johnson, Attorney-in-fact 02/24/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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.