

FOSTER THOMAS J  
Form 4  
March 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
FOSTER THOMAS J

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)  
03/01/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President Sales

C/O ATHEROS COMMUNICATIONS, INC., 529 ALMANOR AVENUE

(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

SUNNYVALE,, CA 94085

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2005		M		10,000 A \$ 1.72	11,348	D
Common Stock	03/01/2005		S <sup>(1)</sup>		500 D \$ 13.9	10,848	D
Common Stock	03/01/2005		S <sup>(1)</sup>		500 D \$ 13.86	10,348	D
Common Stock	03/01/2005		S <sup>(1)</sup>		500 D \$ 13.8	9,848	D
	03/01/2005		S <sup>(1)</sup>		778 D	9,070	D

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Common Stock						\$ 13.75		
Common Stock	03/01/2005	S <sup>(1)</sup>	1,322	D		\$ 13.72	7,748	D
Common Stock	03/01/2005	S <sup>(1)</sup>	1,400	D		\$ 13.71	6,348	D
Common Stock	03/01/2005	S <sup>(1)</sup>	2,600	D		\$ 13.7	3,748	D
Common Stock	03/01/2005	S <sup>(1)</sup>	449	D		\$ 13.69	3,299	D
Common Stock	03/01/2005	S <sup>(1)</sup>	1,451	D		\$ 13.68	1,848	D
Common Stock	03/01/2005	S <sup>(1)</sup>	500	D		\$ 13.64	1,348	D

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	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.72	03/01/2005		M	10,000	11/14/2001 <sup>(2)</sup>	11/14/2011	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

FOSTER THOMAS J  
C/O ATHEROS COMMUNICATIONS, INC.  
529 ALMANOR AVENUE  
SUNNYVALE,, CA 94085

Vice  
President  
Sales

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

03/02/2005

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

All of the options became exercisable on 11/14/2001. The shares underlying the options are subject to the issuer's right of repurchase that

(2) lapsed as to 25% of the shares on 11/5/2002, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/5/2002.

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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