ATHEROS COMMUNICATIONS INC

Form 4

September 18, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5 response...

Estimated average

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A BAHR RIC	Address of Reporting HARD G	g Person *	Symbol	r Name and ROS COM THR]				5. Relationship of Issuer (Chec	Reporting Pers		
	` ,		3. Date of (Month/E) 09/15/2	•	ansaction			Director _X Officer (give below) Vice Pre		Owner or (specify ring	
SANTA CL	(Street) ARA,, CA 9505	54	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			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any		3. Transactio Code (Instr. 8)	4. Securit n(A) or Dis (Instr. 3, 4	sposed	of (D)	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)	
Common Stock	09/15/2006			M	51,860	A	\$ 1.72	118,057 (1)	I	See Footnote	
Common Stock	09/15/2006			M	1,627	A	\$ 1.72	119,684	I	See Footnote (2)	
Common Stock	09/15/2006			M	16,513	A	\$ 9.34	136,197	I	See Footnote	

(2)

Common Stock	09/15/2006	S(3)	100	D	\$ 17.72	136,097	I	See Footnote
Common Stock	09/15/2006	S(3)	900	D	\$ 17.71	135,197	I	See Footnote
Common Stock	09/15/2006	S(3)	1,100	D	\$ 17.7	134,097	I	See Footnote
Common Stock	09/15/2006	S(3)	1,000	D	\$ 17.69	133,097	I	See Footnote
Common Stock	09/15/2006	S(3)	4,600	D	\$ 17.65	128,497	I	See Footnote
Common Stock	09/15/2006	S(3)	600	D	\$ 17.64	127,897	I	See Footnote
Common Stock	09/15/2006	S(3)	2,000	D	\$ 17.61	125,897	I	See Footnote
Common Stock	09/15/2006	S(3)	3,300	D	\$ 17.6	122,597	I	See Footnote
Common Stock	09/15/2006	S(3)	1,000	D	\$ 17.59	121,597	I	See Footnote
Common Stock	09/15/2006	S(3)	100	D	\$ 17.58	121,497	I	See Footnote
Common Stock	09/15/2006	S(3)	1,400	D	\$ 17.57	120,097	I	See Footnote
Common Stock	09/15/2006	S(3)	2,371	D	\$ 17.55	117,726	I	See Footnote
Common Stock	09/15/2006	S(3)	1,600	D	\$ 17.54	116,126	I	See Footnote
Common Stock	09/15/2006	S(3)	1,200	D	\$ 17.53	114,926	I	See Footnote
Common Stock	09/15/2006	S(3)	100	D	\$ 17.52	114,826	I	See Footnote

								(2)
Common Stock	09/15/2006	S(3)	2,400	D	\$ 17.51	112,426	I	See Footnote
Common Stock	09/15/2006	S(3)	3,022	D	\$ 17.5	109,404	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	7,600	D	\$ 17.49	101,804	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	2,225	D	\$ 17.48	99,579	I	See Footnote
Common Stock	09/15/2006	S(3)	3,575	D	\$ 17.47	96,004	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	4,000	D	\$ 17.45	92,004	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	2,900	D	\$ 17.44	89,104	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	1,000	D	\$ 17.43	88,104	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	1,300	D	\$ 17.41	86,804	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	4,307	D	\$ 17.4	82,497	I	See Footnote (2)
Common Stock	09/15/2006	S(3)	2,500	D	\$ 17.39	79,997	I	See Footnote (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.

SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A or Disposed (D) (Instr. 3, 4, and 5)		vative rities aired (A) isposed of r. 3, 4,	6. Date Exercisal Expiration Date (Month/Day/Yea	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right to buy)	\$ 1.72	09/15/2006		M		51,860	03/13/2002(4)	03/13/2012	Common Stock	51,8
Employee Stock Options (right to buy)	\$ 1.72	09/15/2006		M		1,627	03/12/2003(5)	03/12/2013	Common Stock	1,62
Employee Stock Options (right to buy)	\$ 9.34	09/15/2006		M		16,513	01/14/2004(6)	01/14/2014	Common Stock	16,5

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BAHR RICHARD G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Vice President Engineering

Signatures

Bruce P. Johnson, Attorney-in-fact 09/18/2006

**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) Includes 1,875 shares acquired in May 2006 pursuant to the 2004 Employee Stock Purchase Plan.
- (2) By the Bahr Family Trust

Reporting Owners 4

- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - All of the options became exercisable on 3/13/2002. The shares underlying the options are subject to the issuer's right of repurchase that
- (4) lapsed as to 25% of the shares on 2/28/2003, and lapsed as to the remaining shares in 36 equal monthly installments beginning on 3/28/2003.
- (5) All of the options became exercisable on 3/12/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapses in 48 equal monthly installments beginning on 3/28/2003.
 - All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase that
- (6) lapsed as to 25% of the shares on 1/14/2005, and lapses as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

Remarks:

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on September 15, 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.