BAHR RICHARD G

Form 4

October 10, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BAHR RICHARD G | | rting Person * | 2. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS INC [ATHR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|------------|----------------|--|---|--|--|
| (Last) C/O ATHERO COMMUNIO GREAT AMI | CATIONS, 1 | | 3. Date of Earliest Transaction (Month/Day/Year) 10/09/2006 | Director 10% Owner _X Officer (give title Other (specify below) Vice President Engineering | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |

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| NTA CL | ARA,, CA 9 | 5054 | ` | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |
|--------|------------|-------|----------------------------|---|
| (City) | (State) | (Zip) | Table I - Non-Derivative S | Securities Acquired, Disposed of, or Beneficially Owned |

| | | 1401 | CI-INDII-L | CIIVative | occur | ines Acqu | in cu, Disposcu oi | , or beneficial | iy Owncu |
|--------------------------------------|---|---|--|---|--------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit or(A) or Di (Instr. 3, | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 10/09/2006 | | Code V M | Amount 52,121 | (D) | Price \$ 1.72 | (Instr. 3 and 4) 118,318 | I | See Footnote |
| Common Stock | 10/09/2006 | | M | 17,879 | A | \$ 9.34 | 136,197 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | | S(2) | 4,000 | D | \$ 20.4 | 132,197 | I | See Footnote (1) |

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| Common Stock | 10/09/2006 | S(2) | 2,000 | D | \$ 20.35 | 130,197 | I | See Footnote |
|-----------------|------------|------|--------|---|-------------|---------|---|------------------|
| Common Stock | 10/09/2006 | S(2) | 5,000 | D | \$ 20.3 | 125,197 | I | See Footnote |
| Common Stock | 10/09/2006 | S(2) | 5,000 | D | \$ 20.25 | 120,197 | I | See Footnote |
| Common Stock | 10/09/2006 | S(2) | 3,900 | D | \$ 20.22 | 116,297 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 5,315 | D | \$ 20.21 | 110,982 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 2,000 | D | \$ 20.2 | 108,982 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 1,600 | D | \$ 20.19 | 107,382 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 301 | D | \$ 20.18 | 107,081 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 9,679 | D | \$ 20.17 | 97,402 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 300 | D | \$ 20.16 | 97,102 | I | See Footnote (1) |
| Common Stock | 10/09/2006 | S(2) | 30,905 | D | \$ 20.13 | 66,197 | I | See Footnote (1) |

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

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(9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount |
|-------------|-------------|---------------------|--------------------|-----------------------|--------------|-------------------------|----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | Underlying Securitie |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---|------------------------------------|------------|------------------|---------|----|--|--------|------------------|--------------------|-----------------|------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Options (right to buy) | \$ 1.72 | 10/09/2006 | | M | | | 52,121 | 03/12/2003(3) | 03/12/2013 | Common Stock | 52,1 |
| Employee Stock Options (right to buy) | \$ 9.34 | 10/09/2006 | | M | | | 17,879 | 01/14/2004(4) | 01/14/2014 | Common Stock | 17,8 |

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

**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) By the Bahr Family Trust
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (3) 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 (4) 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.

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.

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