

ATHEROS COMMUNICATIONS INC

Form 4

October 18, 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 *
FRANKLIN PAUL G

(Last) (First) (Middle)

C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATHEROS COMMUNICATIONS INC [ATHR]

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)	Price		
Common Stock	10/16/2006		M	5,000	A \$ 6.34	10,948 ⁽¹⁾	D
Common Stock	10/16/2006		S ⁽²⁾	200	D \$ 21.84	10,748	D
Common Stock	10/16/2006		S ⁽²⁾	3	D \$ 21.82	10,745	D
Common Stock	10/16/2006		S ⁽²⁾	201	D \$ 21.8	10,544	D
	10/16/2006		S ⁽²⁾	500	D	10,044	D

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Common Stock						\$ 21.78		
Common Stock	10/16/2006	S ⁽²⁾	100	D		\$ 21.75	9,944	D
Common Stock	10/16/2006	S ⁽²⁾	1,700	D		\$ 21.66	8,244	D
Common Stock	10/16/2006	S ⁽²⁾	100	D		\$ 21.64	8,144	D
Common Stock	10/16/2006	S ⁽²⁾	352	D		\$ 21.62	7,792	D
Common Stock	10/16/2006	S ⁽²⁾	900	D		\$ 21.6	6,892	D
Common Stock	10/16/2006	S ⁽²⁾	200	D		\$ 21.59	6,692	D
Common Stock	10/16/2006	S ⁽²⁾	744	D		\$ 21.5	5,948	D
Common Stock	10/17/2006	M	5,000	A		\$ 14.38	10,948	D
Common Stock	10/17/2006	S ⁽²⁾	5,000	D		\$ 22.5	5,948	D

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

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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 (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)	Amount or Number of Shares
Employee Stock Option	\$ 6.34	10/16/2006		M	5,000	11/25/2003 ⁽³⁾ 11/25/2013	Common Stock	5,000

(right to
buy)

Employee

Stock

Option (right to
buy)

\$ 14.38

10/17/2006

M

5,000

01/18/2006⁽⁴⁾

01/18/2011

Common
Stock

5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

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

Vice President Operations

Signatures

Bruce P. Johnson,
Attorney-in-fact

10/18/2006

__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 1875 shares acquired in May 2006 pursuant to the 2004 Employee Stock Purchase Plan.

(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 11/25/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 11/24/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/24/2004.

(4) The options become exercisable in 48 equal monthly installments commencing on 2/18/2006.

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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