

BAHR RICHARD G
Form 4
January 20, 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 *
BAHR RICHARD G

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President Engineering

(Last) (First) (Middle)
C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2006

SANTA CLARA,, CA 95054
(City) (State) (Zip)

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

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	Price	
Common Stock	01/19/2006		M		100,000	A \$ 1.72	114,322 I By the Bahr Family Trust
Common Stock	01/19/2006		S ⁽¹⁾		18,224	D \$ 15	96,098 I By the Bahr Family Trust
Common Stock	01/19/2006		S ⁽¹⁾		4,500	D \$ 15.01	91,598 I By the Bahr

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Common Stock	01/19/2006	S ⁽¹⁾	20,776	D	\$ 15.02	70,822	I	Family Trust
Common Stock	01/19/2006	S ⁽¹⁾	3,200	D	\$ 15.03	67,622	I	By the Bahr Family Trust
Common Stock	01/19/2006	S ⁽¹⁾	1,100	D	\$ 15.04	66,522	I	By the Bahr Family Trust
Common Stock	01/19/2006	S ⁽¹⁾	2,200	D	\$ 15.05	64,322	I	By the Bahr Family Trust
Common Stock	01/19/2006	S ⁽¹⁾	1,000	D	\$ 15	10,250	I	By wife as custodian for daughter
Common Stock	01/19/2006	S ⁽¹⁾	1,000	D	\$ 15	10,250	I	By wife as custodian for daughter
Common Stock	01/19/2006	S ⁽¹⁾	1,000	D	\$ 15	10,250	I	By wife as custodian for daughter

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 (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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Title

							Expiration Date	
Employee Stock Options (right to buy)	\$ 14.38	01/18/2006	A	70,000	(2)	01/18/2011	Common Stock	
Employee Stock Options (right to buy)	\$ 1.72	01/19/2006	M	50,000	03/13/2002(3)	03/13/2012	Common Stock	
Employee Stock Options (right to buy)	\$ 1.72	01/19/2006	M	6,250	08/08/2001(4)	08/08/2011	Common Stock	
Employee Stock Options (right to buy)	\$ 1.72	01/19/2006	M	43,750	03/13/2002(5)	03/13/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

01/20/2006

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - (2) Options become exercisable in 48 equal monthly installments commencing on 2/18/2006.
 - (3) 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 lapses in 12 equal monthly installments beginning on 3/28/2005.

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- (4) All of the options became exercisable on 8/8/2001. The shares underlying the options are subject to the issuer's right of repurchase that lapsed in 12 equal monthly installments beginning on 3/28/2004.

- 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
- (5) lapsed as to 25% of the shares on 2/28/2003, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/28/2003.

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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