HENNESSY JOHN L

Form 4

December 01, 2006

## FORM 4

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

**OMB** Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

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

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**OMB APPROVAL** 

response...

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 Address of Reporting Person \* HENNESSY JOHN L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

(Middle)

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

\_X\_\_ Director Officer (give title

10% Owner Other (specify

C/O ATHEROS

(Last)

(City)

COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/30/2006

Applicable Line)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA,, CA 95054

						•	, <u>.</u>	•	•
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 n(A) or Di (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	11/14/2006		G V	10,000	` ′	\$ 0	197,899	I	See Footnote
Common Stock	11/30/2006		S <u>(1)</u>	100	D	\$ 22.95	197,799	I	See Footnote (2)
Common Stock	11/30/2006		S <u>(1)</u>	300	D	\$ 22.92	197,499	I	See Footnote

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Common Stock	11/30/2006	S <u>(1)</u>	200	D	\$ 22.9	197,299	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	600	D	\$ 22.89	196,699	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	400	D	\$ 22.87	196,299	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	300	D	\$ 22.86	195,999	I	See Footnote
Common Stock	11/30/2006	S(1)	300	D	\$ 22.85	195,699	I	See Footnote
Common Stock	11/30/2006	S(1)	100	D	\$ 22.84	195,599	I	See Footnote
Common Stock	11/30/2006	S(1)	1,300	D	\$ 22.83	194,299	I	See Footnote
Common Stock	11/30/2006	S(1)	700	D	\$ 22.82	193,599	I	See Footnote (2)
Common Stock	11/30/2006	S <u>(1)</u>	1,100	D	\$ 22.81	192,499	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	200	D	\$ 22.8	192,299	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	500	D	\$ 22.79	191,799	I	See Footnote (2)
Common Stock	11/30/2006	S <u>(1)</u>	200	D	\$ 22.78	191,599	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	900	D	\$ 22.77	190,699	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	600	D	\$ 22.76	190,099	I	See Footnote
Common Stock	11/30/2006	S(1)	700	D	\$ 22.75	189,399	I	See Footnote

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								(2)
Common Stock	11/30/2006	S(1)	400	D	\$ 22.74	188,999	I	See Footnote
Common Stock	11/30/2006	S(1)	400	D	\$ 22.72	188,599	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	300	D	\$ 22.71	188,299	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	100	D	\$ 22.7	188,199	I	See Footnote (2)
Common Stock	11/30/2006	S <u>(1)</u>	300	D	\$ 22.69	187,899	I	See Footnote (2)
Common Stock	11/30/2006	S <u>(1)</u>	400	D	\$ 22.68	187,499	I	See Footnote (2)
Common Stock	11/30/2006	S(1)	300	D	\$ 22.67	187,199	I	See Footnote (2)
Common Stock	11/30/2006	S(1)	100	D	\$ 22.6	187,099	I	See Footnote (2)
Common Stock	11/30/2006	S <u>(1)</u>	400	D	\$ 22.55	186,699	I	See Footnote (2)
Common Stock	11/30/2006	S <u>(1)</u>	500	D	\$ 22.53	186,199	I	See Footnote
Common Stock	11/30/2006	S <u>(1)</u>	600	D	\$ 22.52	185,599	I	See Footnote
Common Stock	11/30/2006	S(1)	1,200	D	\$ 22.51	184,399	I	See Footnote (2)

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

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SEC 1474 (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date		Number			
				C = V	(A) (D)				of		
				Code V	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

## **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).

X

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) By the 1993 Hennessy Revocable Trust

#### **Remarks:**

Remarks: Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on November 30, 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

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Reporting Owners 4