HENNESSY JOHN L

Form 4

December 19, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer

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)

See Instruction

(Finit of Type K	esponses)						
1. Name and Address of Reporting Person * HENNESSY JOHN L			2. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS INC [ATHR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify			
C/O ATHER	.OS		12/19/2006	below) below)			
COMMUNIO	CATIONS,	INC., 5480					
GREAT AM	ERICA PA	RKWAY					
	(Street)		4 If Amendment Date Original	6 Individual or Joint/Group Filing/Check			

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

SANTA CLARA,, CA 95054

(City)

(City)	(State) ((Zip) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	12/19/2006		S(1)	100	D	\$ 22.17	177,799	I	See Footnote (2)		
Common Stock	12/19/2006		S <u>(1)</u>	200	D	\$ 22.16	177,599	I	See Footnote (2)		
Common Stock	12/19/2006		S(1)	600	D	\$ 22.15	176,999	I	See Footnote		

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Common Stock	12/19/2006	S <u>(1)</u>	600	D	\$ 22.14	176,399	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	100	D	\$ 22.13	176,299	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	300	D	\$ 22.12	175,999	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	400	D	\$ 22.11	175,599	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	300	D	\$ 22.1	175,299	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	300	D	\$ 22.09	174,999	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	300	D	\$ 22.08	174,699	I	See Footnote (2)
Common Stock	12/19/2006	S <u>(1)</u>	300	D	\$ 22.07	174,399	I	See Footnote
Common Stock	12/19/2006	S <u>(1)</u>	1,000	D	\$ 22.05	173,399	I	See Footnote
Common Stock	12/19/2006	S <u>(1)</u>	300	D	\$ 22.04	173,099	I	See Footnote
Common Stock	12/19/2006	S <u>(1)</u>	200	D	\$ 22.03	172,899	I	See Footnote
Common Stock	12/19/2006	S <u>(1)</u>	1,500	D	\$ 22.02	171,399	I	See Footnote
Common Stock	12/19/2006	S <u>(1)</u>	1,400	D	\$ 22.01	169,999	I	See Footnote
Common Stock	12/19/2006	S(1)	3,200	D	\$ 22	166,799	I	See Footnote
Common Stock	12/19/2006	S <u>(1)</u>	100	D	\$ 21.99	166,699	I	See Footnote

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								(2)
Common Stock	12/19/2006	S <u>(1)</u>	800	D	\$ 21.98	165,899	I	See Footnote
Common Stock	12/19/2006	S(1)	300	D	\$ 21.97	165,599	I	See Footnote
Common Stock	12/19/2006	S(1)	900	D	\$ 21.96	164,699	I	See Footnote
Common Stock	12/19/2006	S(1)	600	D	\$ 21.95	164,099	I	See Footnote
Common Stock	12/19/2006	S(1)	300	D	\$ 21.94	163,799	I	See Footnote
Common Stock	12/19/2006	S(1)	900	D	\$ 21.93	162,899	I	See Footnote (2)
Common Stock	12/19/2006	S(1)	700	D	\$ 21.92	162,199	I	See Footnote (2)
Common Stock	12/19/2006	S(1)	700	D	\$ 21.91	161,499	I	See Footnote (2)
Common Stock	12/19/2006	S(1)	1,200	D	\$ 21.9	160,299	I	See Footnote
Common Stock	12/19/2006	S(1)	100	D	\$ 21.89	160,199	I	See Footnote
Common Stock	12/19/2006	S(1)	300	D	\$ 21.87	159,899	I	See Footnote
Common Stock	12/19/2006	S(1)	400	D	\$ 21.85	159,499	I	See Footnote

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	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es (Instr. 5)	Bene
	Derivative	e			Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration	or Title Ni	umber		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) (D)			31.	iaics		

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).
- (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 December 19, 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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