MENG TERESA H Form 4 April 28, 2006

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MENG TERESA H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 04/27/2006

_X__ Director 10% Owner Other (specify Officer (give title

C/O ATHEROS COMMUNICATIONS, INC., 5480

GREAT AMERICA PARKWAY

(State)

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SANTA CLARA,, CA 95054

(Zip)

(Middle)

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. 4. Securities Acqu Transaction(A) or Disposed o Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			l of (D) 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)
Common			Code V	Amount	(D)	Price			See
Common Stock	04/27/2006		S(2)	25,400	D	26.15	699,451	I	Footnote (1)
Common Stock	04/27/2006		S(2)	3,500	D	\$ 26.14	695,951	I	See Footnote (1)
Common Stock	04/27/2006		S(2)	18,000	D	\$ 26.13	677,951	I	See Footnote

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Common Stock	04/27/2006	S(2)	100	D	\$ 26.12	677,851	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	3,400	D	\$ 26.11	674,451	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	15,791	D	\$ 26.1	658,660	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	6,100	D	\$ 26.09	652,560	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	4,200	D	\$ 26.08	648,360	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	1,200	D	\$ 26.04	647,160	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	4,986	D	\$ 26.02	642,174	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	700	D	\$ 26	641,474	I	See Footnote (1)
Common Stock	04/27/2006	S(2)	500	D	\$ 25.99	640,974	I	See Footnote
Common Stock	04/27/2006	S(2)	300	D	\$ 25.93	640,674	I	See Footnote
Common Stock	04/27/2006	S(2)	1,000	D	\$ 25.91	639,674	I	See Footnote
Common Stock	04/27/2006	S(2)	1,400	D	\$ 25.9	638,274	I	See Footnote
Common Stock	04/27/2006	S(2)	1,600	D	\$ 25.88	636,674	I	See Footnote
Common Stock	04/27/2006	S(2)	300	D	\$ 25.86	636,374	I	See Footnote
Common Stock	04/27/2006	S(2)	100	D	\$ 25.75	636,274	I	See Footnote

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(1) See Common D \$ 635,574 I $S^{(2)}$ 04/27/2006 Footnote Stock (1)

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

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(9-02)

9. Nu

Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr. 3	5. ctionNumber of Securit Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day tive ies ed ed	Pate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MENG TERESA H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Signatures

Bruce P. Johnson, 04/28/2006 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) By Teresa H. Meng Trust

Reporting Owners 3

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(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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