

ATHEROS COMMUNICATIONS INC
 Form 4
 May 19, 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 *
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)
05/17/2006

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

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

(Street)

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

SANTA CLARA,, CA 95054

(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 (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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/17/2006 | | S ⁽¹⁾ | 300 | D | \$ 21.55 | 279,936 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | | S ⁽¹⁾ | 300 | D | \$ 21.54 | 279,636 | I | By the 1993 Hennessy Revocable Trust |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|---------|---|--|
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 300 | D | \$ 21.53 | 279,336 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 1,700 | D | \$ 21.51 | 277,636 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 500 | D | \$ 21.5 | 277,136 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 700 | D | \$ 21.49 | 276,436 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 300 | D | \$ 21.48 | 276,136 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 700 | D | \$ 21.47 | 275,436 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 400 | D | \$ 21.45 | 275,036 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 21.44 | 274,836 | I | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 21.43 | 274,736 | I | By the 1993 Hennessy Revocable Trust |
| | 05/17/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 21.42 | 274,636 | I | |

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| | | | | | | | | | |
|--------------|------------|-------------|-----|---|-----------|---------|---|--|--------------------------------------|
| Common Stock | | | | | | | | | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 300 | D | \$ 21.41 | 274,336 | I | | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 675 | D | \$ 21.4 | 273,661 | I | | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 21.395 | 273,561 | I | | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 662 | D | \$ 21.39 | 272,899 | I | | By the 1993 Hennessy Revocable Trust |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 150 | D | \$ 22.59 | 6,100 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 22.44 | 6,000 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 22.36 | 5,900 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 50 | D | \$ 22.28 | 5,850 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 21.96 | 5,750 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 21.83 | 5,650 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 21.77 | 5,550 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 21.68 | 5,450 | I | | By Son |
| Common Stock | 05/17/2006 | <u>S(1)</u> | 100 | D | \$ 21.6 | 5,350 | I | | By Son |
| | 05/17/2006 | <u>S(1)</u> | 50 | D | \$ 21.57 | 5,300 | I | | By Son |

| | | | | | | | | | |
|--------------|------------|------------------|-----|---|----------|-------|---|--------|--|
| Common Stock | | | | | | | | | |
| Common Stock | 05/17/2006 | S ⁽¹⁾ | 100 | D | \$ 21.51 | 5,200 | I | By Son | |
| Common Stock | 05/17/2006 | S ⁽¹⁾ | 35 | D | \$ 21.47 | 5,165 | I | By Son | |
| Common Stock | 05/17/2006 | S ⁽¹⁾ | 150 | D | \$ 21.46 | 5,015 | I | By Son | |
| Common Stock | 05/17/2006 | S ⁽¹⁾ | 100 | D | \$ 21.41 | 4,915 | I | By Son | |

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.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of 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

X

Signatures

Bruce P. Johnson,
Attorney-in-fact

05/19/2006

__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.

Remarks:

Remarks: Form 4 Filing 3 of 5 (continuation report): Related transactions effected by the Reporting Person on May 17, 2006

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 a currently valid OMB number.