

BARRATT CRAIG H
Form 4/A
January 28, 2005

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 *
BARRATT CRAIG H

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)
01/28/2005

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

C/O ATHEROS COMMUNICATIONS, INC., 529 ALMANOR AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/27/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUNNYVALE,, CA 94085

(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 or Price | | |
| Common Stock | 01/27/2005 | | M | | 45,000 A \$ 1.72 | 110,750 | D |
| Common Stock | 01/27/2005 | | S ⁽¹⁾ | | 100 D \$ 10.5 | 110,650 | D |
| Common Stock | 01/27/2005 | | S ⁽¹⁾ | | 2,000 D \$ 10.43 | 108,650 | D |
| Common Stock | 01/27/2005 | | S ⁽¹⁾ | | 2,245 D \$ 10.3 | 106,405 | D |
| | 01/27/2005 | | S ⁽¹⁾ | | 1,000 D | 105,405 | D |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|---------|---|-------------------------|
| Common Stock | | | | | \$ 10.26 | | | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.25 | 105,305 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 4,000 | D | \$ 10.2 | 101,305 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 65 | D | \$ 10.18 | 101,240 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 2,935 | D | \$ 10.17 | 98,305 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.13 | 98,205 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 5,600 | D | \$ 10.12 | 92,605 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 700 | D | \$ 10.11 | 91,905 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 6,200 | D | \$ 10.1 | 85,705 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 2,900 | D | \$ 10.06 | 82,805 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 700 | D | \$ 10.05 | 82,105 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 10.03 | 81,905 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 1,500 | D | \$ 10.02 | 80,405 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 2,230 | D | \$ 10.01 | 78,175 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 9,675 | D | \$ 10 | 68,500 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 9.98 | 68,400 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 800 | D | \$ 9.96 | 67,600 | D | |
| Common Stock | 01/27/2005 | <u>S⁽¹⁾</u> | 1,850 | D | \$ 9.95 | 65,750 | D | |
| Common Stock | | | | | | 2,250 | I | See footnote <u>(2)</u> |
| Common Stock | | | | | | 2,250 | I | See footnote |

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

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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Options (right to buy) | \$ 1.72 | 01/27/2005 | | M | 45,000 | 04/09/2003 ⁽³⁾ 04/09/2013 | Common Stock 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS, INC. 529 ALMANOR AVENUE SUNNYVALE,, CA 94085 | X | | President and CEO | |

Signatures

Bruce P. Johnson,
Attorney-in-fact

01/28/2005

__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) These shares are held in trust for the benefit of the reporting person's son. The reporting person's brother-in-law is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting

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person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- All of the options became exercisable on 4/9/2003. The shares underlying the options are subject to the issuer's right of repurchase that
- (3) lapsed as to 25% of the shares on 2/23/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/23/2004

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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