

BAHR RICHARD G  
Form 4  
January 20, 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 \*  
BAHR RICHARD G

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)  
01/18/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President Engineering

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 Beneficial Ownership (Instr. 4) |         |   |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |                          |
| Common Stock                    | 01/19/2006                           |  | M                              |   | 100,000   | A  | \$ 1.72   | 114,322 | I | By the Bahr Family Trust |
| Common Stock                    | 01/19/2006                           |  | S <sup>(1)</sup>               |   | 18,224  | D  | \$ 15   | 96,098  | I | By the Bahr Family Trust |
| Common Stock                    | 01/19/2006                           |  | S <sup>(1)</sup>               |   | 4,500   | D  | \$  | 91,598  | I | By the Bahr              |
|                                 |                                      |  |                                |   |   |  | 15.01   |         |   |                          |

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|              |            |                  |        |   |          |        |   |  |
|--------------|------------|------------------|--------|---|----------|--------|---|--|
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 20,776 | D | \$ 15.02 | 70,822 | I | Family Trust<br>By the Bahr Family Trust |
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 3,200  | D | \$ 15.03 | 67,622 | I | By the Bahr Family Trust                 |
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 1,100  | D | \$ 15.04 | 66,522 | I | By the Bahr Family Trust                 |
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 2,200  | D | \$ 15.05 | 64,322 | I | By the Bahr Family Trust                 |
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 1,000  | D | \$ 15    | 10,250 | I | By wife as custodian for daughter        |
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 1,000  | D | \$ 15    | 10,250 | I | By wife as custodian for daughter        |
| Common Stock | 01/19/2006 | S <sup>(1)</sup> | 1,000  | D | \$ 15    | 10,250 | I | By wife as custodian for daughter        |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable   | Title   |



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- (4) All of the options became exercisable on 8/8/2001. The shares underlying the options are subject to the issuer's right of repurchase that lapsed in 12 equal monthly installments beginning on 3/28/2004.

- All of the options became exercisable on 3/13/2002. The shares underlying the options are subject to the issuer's right of repurchase that
- (5) lapsed as to 25% of the shares on 2/28/2003, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/28/2003.

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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