

BARRATT CRAIG H
 Form 4
 February 10, 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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2006

SANTA CLARA,, CA 95054
 (City) (State) (Zip)

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

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 or Price		
Common Stock	02/08/2006		M		115,000 A \$ 1.72	230,750	D
Common Stock	02/08/2006		S ⁽¹⁾		5,000 D \$ 18.7	225,750	D
Common Stock	02/08/2006		S ⁽¹⁾		10,000 D \$ 18.6	215,750	D
Common Stock	02/08/2006		S ⁽¹⁾		30,000 D \$ 18.5	185,750	D
	02/08/2006		S ⁽¹⁾		5,000 D	180,750	D

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Common Stock					\$ 18.45			
Common Stock	02/08/2006	S ⁽¹⁾	2,300	D	\$ 18.41	178,450	D	
Common Stock	02/08/2006	S ⁽¹⁾	17,700	D	\$ 18.4	160,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	10,000	D	\$ 18.35	150,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	5,000	D	\$ 18.3	145,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	10,000	D	\$ 18.25	135,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	600	D	\$ 18.21	135,150	D	
Common Stock	02/08/2006	S ⁽¹⁾	4,400	D	\$ 18.2	130,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	5,000	D	\$ 18	125,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	5,000	D	\$ 17.9	120,750	D	
Common Stock	02/08/2006	S ⁽¹⁾	5,000	D	\$ 17.85	115,750	D	
Common Stock	02/09/2006	M	18,373	A	\$ 1.72	134,123	D	
Common Stock	02/09/2006	S ⁽¹⁾	18,373	D	\$ 19.05	115,750	D	
Common Stock						2,250	I	See footnote (2)
Common Stock						2,250	I	See footnote (2)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares	
Employee Stock Options (right to buy)	\$ 1.72	02/08/2006	M		115,000	04/09/2003 ⁽³⁾	04/09/2013	Common Stock	115
Employee Stock Options (right to buy)	\$ 1.72	02/09/2006	M		18,373	04/09/2003 ⁽³⁾	04/09/2013	Common Stock	18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRATT CRAIG H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054	X		President and CEO	

Signatures

Bruce P. Johnson, Attorney-in-fact	02/10/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.

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.
- (2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) All of the options became exercisable on 4/9/03. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 2/23/04, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/34/2004.

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.