

ATHEROS COMMUNICATIONS INC

Form 4

May 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
FRANKLIN PAUL G

(Last) (First) (Middle)

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

(Street)

SANTA CLARA,, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATHEROS COMMUNICATIONS INC [ATHR]

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/01/2006		M		20,826 A \$ 6.34	24,899	D
Common Stock	05/01/2006		S <sup>(1)</sup>		2,000 D \$ 25.05	22,899	D
Common Stock	05/01/2006		S <sup>(1)</sup>		520 D \$ 24.98	22,379	D
Common Stock	05/01/2006		S <sup>(1)</sup>		263 D \$ 24.94	22,116	D
	05/01/2006		S <sup>(1)</sup>		214 D	21,902	D

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Common Stock					\$	24.69	
Common Stock	05/01/2006	<u>S(1)</u>	357	D	\$	24.65	21,545 D
Common Stock	05/01/2006	<u>S(1)</u>	500	D	\$	24.62	21,045 D
Common Stock	05/01/2006	<u>S(1)</u>	2,573	D	\$	24.61	18,472 D
Common Stock	05/01/2006	<u>S(1)</u>	429	D	\$	24.6	18,043 D
Common Stock	05/01/2006	<u>S(1)</u>	357	D	\$	24.59	17,686 D
Common Stock	05/01/2006	<u>S(1)</u>	399	D	\$	24.58	17,287 D
Common Stock	05/01/2006	<u>S(1)</u>	71	D	\$	24.56	17,216 D
Common Stock	05/01/2006	<u>S(1)</u>	286	D	\$	24.55	16,930 D
Common Stock	05/01/2006	<u>S(1)</u>	2,857	D	\$	24.5	14,073 D
Common Stock	05/01/2006	<u>S(1)</u>	574	D	\$	24.38	13,499 D
Common Stock	05/01/2006	<u>S(1)</u>	319	D	\$	24.19	13,180 D
Common Stock	05/01/2006	<u>S(1)</u>	957	D	\$	24.18	12,223 D
Common Stock	05/01/2006	<u>S(1)</u>	255	D	\$	24.17	11,968 D
Common Stock	05/01/2006	<u>S(1)</u>	766	D	\$	24.16	11,202 D
Common Stock	05/01/2006	<u>S(1)</u>	511	D	\$	24.14	10,691 D
Common Stock	05/01/2006	<u>S(1)</u>	511	D	\$	24.08	10,180 D
Common Stock	05/01/2006	<u>S(1)</u>	383	D	\$	24.06	9,797 D
Common Stock	05/01/2006	<u>S(1)</u>	255	D	\$	24.03	9,542 D
Common Stock	05/01/2006	<u>S(1)</u>	702	D	\$	23.98	8,840 D
	05/01/2006	<u>S(1)</u>	571	D			8,269 D

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Common Stock					\$			
					23.97			
Common Stock	05/01/2006		S <sup>(1)</sup>	455	D	\$ 23.9	7,814	D
Common Stock	05/01/2006		S <sup>(1)</sup>	552	D	\$ 23.89	7,262	D
Common Stock	05/01/2006		S <sup>(1)</sup>	191	D	\$ 23.85	7,071	D
Common Stock	05/01/2006		S <sup>(1)</sup>	893	D	\$ 23.82	6,178	D
Common Stock	05/01/2006		S <sup>(1)</sup>	255	D	\$ 23.81	5,923	D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 6.34	05/01/2006		M	20,826	11/25/2003 <sup>(2)</sup>	11/25/2013	Common Stock	20,826

## Reporting Owners

Reporting Owner Name / Address	Relationships
FRANKLIN PAUL G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY	Director 10% Owner Officer Other Vice President Operations

SANTA CLARA,, CA 95054

## Signatures

Bruce P. Johnson,  
Attorney-in-fact

05/02/2006

    \*\*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.

All of the options became exercisable on 11/25/2003. The shares underlying the options are subject to the issuer's right of repurchase that

- (2) lapsed as to 25% of the shares on 11/24/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/24/2004.

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