

FRANKLIN PAUL G
Form 4
March 24, 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 *
FRANKLIN PAUL 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)
03/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President Operations

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

(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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/24/2005 | | M | | 5,000 A \$ 6.34 | 6,785 | D |
| Common Stock | 03/24/2005 | | S ⁽¹⁾ | | 500 D \$ 11.36 | 6,285 | D |
| Common Stock | 03/24/2005 | | S ⁽¹⁾ | | 500 D \$ 11.44 | 5,785 | D |
| Common Stock | 03/24/2005 | | S ⁽¹⁾ | | 500 D \$ 11.54 | 5,285 | D |
| | 03/24/2005 | | S ⁽¹⁾ | | 500 D | 4,785 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|--|----------|---------|
| Common Stock | | | | | | \$ 11.67 | |
| Common Stock | 03/24/2005 | S ⁽¹⁾ | 1,000 | D | | \$ 11.76 | 3,785 D |
| Common Stock | 03/24/2005 | S ⁽¹⁾ | 2,000 | D | | \$ 12 | 1,785 D |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (right to buy) | \$ 6.34 | 03/24/2005 | | M | 5,000 | 11/25/2003 ⁽²⁾ 11/25/2013 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| FRANKLIN PAUL G C/O ATHEROS COMMUNICATIONS, INC. 529 ALMANOR AVENUE SUNNYVALE,, CA 94085 | Director 10% Owner Officer Vice President Operations |

Signatures

Bruce P. Johnson,
Attorney-in-fact

03/24/2005

__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.

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.

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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