#### **BARRATT CRAIG H**

Form 4

February 10, 2006

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *BARRATT CRAIG H			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ATHEROS COMMUNICATIONS INC [ATHR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner X Officer (give title Other (specify		

C/O ATHEROS COMMUNICATIONS, INC., 5480

below) below) President and CEO

GREAT AMERICA PARKWAY (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/08/2006

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA,, CA 95054

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactioror Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect Form: Benefic Direct (D) Owners	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/08/2006		M	115,000	A	\$ 1.72	230,750	D	
Common Stock	02/08/2006		S <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	5,000	D	\$ 18.3	145,750	D	
Common Stock	02/08/2006	S <u>(1)</u>	10,000	D	\$ 18.25	135,750	D	
Common Stock	02/08/2006	S <u>(1)</u>	600	D	\$ 18.21	135,150	D	
Common Stock	02/08/2006	S <u>(1)</u>	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 <u>(1)</u>	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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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exercisable and</li></ol>	<ol><li>Title and Amount</li></ol>
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onDerivative	Expiration Date	Underlying Securi

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acqu Disp	urities uired (A) or cosed of (D) r. 3, 4, and	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
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	X		President and CEO			
SANTA CLARA CA 95054						

# **Signatures**

Bruce P. Johnson, Attorney-in-fact 02/10/2006

\*\*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.
- 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.

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