

BARRATT CRAIG H
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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	05/08/2006		S ⁽¹⁾		900	D	
					\$ 25.55		156,650
Common Stock	05/08/2006		S ⁽¹⁾		2,200	D	
					\$ 25.54		154,450
Common Stock	05/08/2006		S ⁽¹⁾		1,700	D	
					\$ 25.53		152,750
Common Stock	05/08/2006		S ⁽¹⁾		800	D	
					\$ 25.52		151,950
	05/08/2006		S ⁽¹⁾		1,500	D	
							150,450

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Common Stock					\$ 25.51		
Common Stock	05/08/2006	<u>S(1)</u>	3,800	D	\$ 25.5	146,650	D
Common Stock	05/08/2006	<u>S(1)</u>	1,900	D	\$ 25.49	144,750	D
Common Stock	05/08/2006	<u>S(1)</u>	1,100	D	\$ 25.48	143,650	D
Common Stock	05/08/2006	<u>S(1)</u>	1,872	D	\$ 25.47	141,778	D
Common Stock	05/08/2006	<u>S(1)</u>	1,928	D	\$ 25.46	139,850	D
Common Stock	05/08/2006	<u>S(1)</u>	1,500	D	\$ 25.45	138,350	D
Common Stock	05/08/2006	<u>S(1)</u>	2,536	D	\$ 25.44	135,814	D
Common Stock	05/08/2006	<u>S(1)</u>	3,964	D	\$ 25.43	131,850	D
Common Stock	05/08/2006	<u>S(1)</u>	1,900	D	\$ 25.42	129,950	D
Common Stock	05/08/2006	<u>S(1)</u>	1,300	D	\$ 25.41	128,650	D
Common Stock	05/08/2006	<u>S(1)</u>	2,700	D	\$ 25.4	125,950	D
Common Stock	05/08/2006	<u>S(1)</u>	1,900	D	\$ 25.39	124,050	D
Common Stock	05/08/2006	<u>S(1)</u>	500	D	\$ 25.38	123,550	D
Common Stock	05/08/2006	<u>S(1)</u>	800	D	\$ 25.37	122,750	D
Common Stock	05/08/2006	<u>S(1)</u>	2,600	D	\$ 25.36	120,150	D
Common Stock	05/08/2006	<u>S(1)</u>	1,600	D	\$ 25.35	118,550	D
Common Stock	05/08/2006	<u>S(1)</u>	900	D	\$ 25.34	117,650	D
Common Stock	05/08/2006	<u>S(1)</u>	400	D	\$ 25.33	117,250	D
Common Stock	05/08/2006	<u>S(1)</u>	300	D	\$ 25.32	116,950	D
	05/08/2006	<u>S(1)</u>	1,200	D	\$ 25.3	115,750	D

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Common Stock									
Common Stock	05/09/2006		M	109,100	A	\$ 1.72	224,850	D	
Common Stock	05/09/2006		S ⁽¹⁾	100	D	\$ 25.66	224,750	D	
Common Stock	05/09/2006		S ⁽¹⁾	1,100	D	\$ 25.51	223,650	D	
Common Stock							2,250	I	See Footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Employee Stock Options (right to buy)	\$ 1.72	05/09/2006		M	109,100	04/09/2003 ⁽³⁾	04/09/2013	Common Stock	109,100

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	

