

FOSTER THOMAS J
Form 4
March 02, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSTER THOMAS J

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)
03/01/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice President Sales

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)
X 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 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)
Common Stock	03/01/2005		M	10,000	A \$ 1.72	11,348	D
Common Stock	03/01/2005		S ⁽¹⁾	500	D \$ 13.9	10,848	D
Common Stock	03/01/2005		S ⁽¹⁾	500	D \$ 13.86	10,348	D
Common Stock	03/01/2005		S ⁽¹⁾	500	D \$ 13.8	9,848	D
	03/01/2005		S ⁽¹⁾	778	D	9,070	D

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Common Stock						\$ 13.75		
Common Stock	03/01/2005	S ⁽¹⁾	1,322	D		\$ 13.72	7,748	D
Common Stock	03/01/2005	S ⁽¹⁾	1,400	D		\$ 13.71	6,348	D
Common Stock	03/01/2005	S ⁽¹⁾	2,600	D		\$ 13.7	3,748	D
Common Stock	03/01/2005	S ⁽¹⁾	449	D		\$ 13.69	3,299	D
Common Stock	03/01/2005	S ⁽¹⁾	1,451	D		\$ 13.68	1,848	D
Common Stock	03/01/2005	S ⁽¹⁾	500	D		\$ 13.64	1,348	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.72	03/01/2005		M		10,000		11/14/2001 ⁽²⁾	11/14/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOSTER THOMAS J
C/O ATHEROS COMMUNICATIONS, INC.
529 ALMANOR AVENUE
SUNNYVALE,, CA 94085

Vice
President
Sales

Signatures

Bruce P. Johnson,
Attorney-in-fact

03/02/2005

__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 11/14/2001. The shares underlying the options are subject to the issuer's right of repurchase that

(2) lapsed as to 25% of the shares on 11/5/2002, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/5/2002.

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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