

ATHEROS COMMUNICATIONS INC  
 Form 4  
 April 28, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MENG TERESA 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)  
**04/28/2006**

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

**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	(D)	Price			
Common Stock	04/28/2006		S <sup>(1)</sup>		1,192	D	\$ 26.13	634,382	I	See Footnote (2)
Common Stock	04/28/2006		S <sup>(1)</sup>		1,312	D	\$ 26.09	633,070	I	See Footnote (2)
Common Stock	04/28/2006		S <sup>(1)</sup>		2,300	D	\$ 26.08	630,770	I	See Footnote (2)

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Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	600	D	\$ 26.06	630,170	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 26.02	630,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	1,000	D	\$ 26	629,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	5,000	D	\$ 25.9	624,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	2,000	D	\$ 25.72	622,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	2,000	D	\$ 25.61	620,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	2,000	D	\$ 25.57	618,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	2,500	D	\$ 25.52	615,570	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	1,500	D	\$ 25.395	614,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	9,500	D	\$ 25.39	604,570	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	6,000	D	\$ 25.33	598,570	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	2,500	D	\$ 25.3	596,070	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	7,500	D	\$ 25.27	588,570	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	3,570	D	\$ 25.2548	585,000	I	See Footnote <u>(2)</u>
Common Stock	04/28/2006	<u>S<sup>(1)</sup></u>	5,000	D	\$ 25.16	580,000	I	See Footnote

