#### ATHEROS COMMUNICATIONS INC

Form 4 April 28, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MENG TERESA H

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

(Middle)

ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Officer (give title \_\_ Other (specify

(Month/Day/Year) 04/28/2006

C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_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-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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	04/28/2006		S <u>(1)</u>	1,192	D	\$ 26.13	634,382	I	See Footnote (2)
Common Stock	04/28/2006		S <u>(1)</u>	1,312	D	\$ 26.09	633,070	I	See Footnote (2)
Common Stock	04/28/2006		S <u>(1)</u>	2,300	D	\$ 26.08	630,770	I	See Footnote (2)

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

(2)

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative		` '	,	Securities			(Instr.	3 and 4)	· ·
	Security				Acquired			`		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						D.	Date Expiration Exercisable Date	or Title Nu of	or	
									Number	
						Exercisable				
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MENG TERESA H C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054



### **Signatures**

Bruce P. Johnson, 04/28/2006 Attorney-in-fact

\*\*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.
- (2) By Teresa H. Meng Trust

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3

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