STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

HENNESSY JOHN L

Form 4

December 14, 2004

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Symbol

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

Section 16.
Form 4 or
Form 5

Form 5
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).

(Print or Type Responses)

HENNESSY JOHN L

1. Name and Address of Reporting Person \*

			EROS COMMUN ATHR]	IICATIONS	(Check all applicable)						
(Last)	(First)		3. Date of Earliest Transaction (Month/Day/Year)			X Director 10% Owner Officer (give title Other (specify					
C/O ATHE		12/14	/2004		below) below)						
COMMUNICATIONS, INC., 529 ALMANOR AVENUE											
	(Street)		mendment, Date Orig	inal	6. Individual or	Joint/Group Fi	ling(Check				
Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
SUNNYV	ALE,, CA 94085				Form filed by More than One Reporting Person						
(City)	(State)	(Zip) Ta	able I - Non-Derivat	ve Securities Ac	quired, Disposed	of, or Benefici	ally Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction(A) or Code (Instr.	(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	12/09/2004		G V 20,00	, ,	434,743	I	By the 1993 Hennessy Revocable Trust				
Common Stock	12/14/2004		S(1) 1,562	D \$ 11.11	31,250	I	By son				
Common Stock	12/14/2004		S(1) 1,562	D \$ 11.11	31,250	I	By son				

#### Edgar Filing: HENNESSY JOHN L - Form 4

Common Stock	12/14/2004	S <u>(1)</u>	1,563	D	\$ 11.11	31,250	I	By trust (2)
Common Stock	12/14/2004	S(1)	1,563	D	\$ 11 11	31,250	I	By trust (2)

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

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

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Titl Deriva Securi (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Dolotionchine

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
HENNESSY JOHN L							
C/O ATHEROS COMMUNICATIONS, INC.	X						
529 ALMANOR AVENUE	Λ						
SUNNYVALE,, CA 94085							

## **Signatures**

Bruce P. Johnson, 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.

Reporting Owners 2

### Edgar Filing: HENNESSY JOHN L - Form 4

These shares are held in trust for the benefit of the reporting person's son. The reporting person's sister-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.

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.