

BAHR RICHARD G
Form 4
June 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
BAHR RICHARD G

2. Issuer Name and Ticker or Trading Symbol
ATHEROS COMMUNICATIONS INC [ATHR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President Engineering

(Last) (First) (Middle)
C/O ATHEROS COMMUNICATIONS, INC., 529 ALMANOR AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2005

(Street)
SUNNYVALE,, CA 94085

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/17/2005		S ⁽¹⁾	1,600 D \$ 8.8	149,809 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock	06/17/2005		S ⁽¹⁾	900 D \$ 8.81	148,909	I	See footnote ⁽³⁾
Common Stock	06/17/2005		S ⁽¹⁾	400 D \$ 8.82	148,509	I	See footnote ⁽³⁾
Common Stock	06/17/2005		S ⁽¹⁾	10,000 D \$ 8.85	138,509	I	See footnote ⁽³⁾
	06/17/2005		S ⁽¹⁾	10,100 D	128,409	I	

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Common Stock					\$ 8.88			See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	23,777	D	\$ 8.9	104,632	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	9,400	D	\$ 8.91	95,232	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	1,400	D	\$ 8.92	93,832	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	1,600	D	\$ 8.93	92,232	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	3,600	D	\$ 8.94	88,632	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	13,554	D	\$ 8.95	75,078	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	200	D	\$ 8.96	74,878	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	4,600	D	\$ 9	70,278	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	369	D	\$ 9.01	69,909	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	1,900	D	\$ 9.02	68,009	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	1,900	D	\$ 9.03	66,109	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	2,100	D	\$ 9.04	64,009	I	See footnote <u>(3)</u>
Common Stock	06/17/2005	S ⁽¹⁾	100	D	\$ 9.09	63,909	I	See footnote <u>(3)</u>
Common Stock						13,250	I	See footnote <u>(4)</u>
Common Stock						13,250	I	See footnote <u>(4)</u>
Common Stock						13,250	I	See footnote <u>(4)</u>

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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAHR RICHARD G C/O ATHEROS COMMUNICATIONS, INC. 529 ALMANOR AVENUE SUNNYVALE,, CA 94085			Vice President Engineering	

Signatures

Bruce P. Johnson, 06/17/2005
 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) Includes 1,875 shares acquired in May 2005 pursuant to the Atheros Communications, Inc. 2004 Employee Stock Purchase Plan.
- (3) By the Bahr Family Trust
- (4) By wife as custodian for daughter

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