ATHEROS COMMUNICATIONS INC

Form 4 May 19, 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 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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HENNESSY JOHN L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ATHEROS COMMUNICATIONS INC [ATHR]

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year)

05/17/2006

_X__ Director Officer (give title

10% Owner Other (specify

C/O ATHEROS

COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

(Street)

(State)

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

SANTA CLARA,, CA 95054

(City)	(State)	(Zip) Table	e I - Non-E	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	ılly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	spose	d of (D)	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	05/17/2006		S(1)	300	D	\$ 22.74	297,599	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006		S <u>(1)</u>	200	D	\$ 22.72	297,399	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006		S <u>(1)</u>	100	D	\$ 22.62	297,299	I	By the 1993 Hennessy

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								Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 22.6	297,199	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 22.59	297,099	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 22.57	296,999	Ι	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	200	D	\$ 22.52	296,799	Ι	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S(1)	138	D	\$ 22.51	296,661	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S(1)	300	D	\$ 22.48	296,361	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S(1)	400	D	\$ 22.46	295,961	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 22.45	295,861	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 22.42	295,761	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	395	D	\$ 22.41	295,366	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 22.32	295,266	I	By the 1993 Hennessy Revocable

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Common Stock 05/17/2006 S① 100 D \$2,2,28 295,166 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S② 400 D \$2,223 294,766 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S② 400 D \$2,232 294,366 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S② 100 D \$2,162 294,266 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S③ 100 D \$2,216 294,266 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S③ 100 D \$2,216 293,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S③ 400 D \$2,20 293,466 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S③ 100 D \$2,20 293,066 I By the 1993 Hennessy Revo								Trust
Common Stock 05/17/2006 S(I) 400 D S2.2.25 294,766 I Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 400 D S2.2.23 294,366 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 100 D S2.16 294,266 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 300 D S2.15 293,966 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 100 D S2.2.14 293,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 400 D S2.2 293,466 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 400 D S2.2 293,066 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(I) 100 D S2.2 292,966 I By the 1993 Hennessy Revo	05/17/2006	S <u>(1)</u>	100	D	\$ 22.28	295,166	I	Hennessy Revocable
Common Stock 05/17/2006 Súl double súl de la common Stock 400 by 22.23 294,366 by 22.23 I Hennessy Revocable Trust Trust Common Stock 05/17/2006 Súl double súl de la common Stock 100 by 22.16 by 22.16 294,266 by 294,266 li de la common Revocable Trust I Hennessy Revocable Trust Common Stock 05/17/2006 Súl double súl de la common Stock 100 by 22.16 by 22.16 by 293,966 li de la common Stock I Hennessy Revocable Trust Common Stock 05/17/2006 Súl double súl de la common Stock 20 by 22.14 by 293,466 li de la common Stock I Hennessy Revocable Trust Common Stock 05/17/2006 Súl double súl de la common Stock 20 by 22.08 by 293,466 li de la common Stock I Hennessy Revocable Trust Common Stock 05/17/2006 Súl double súl de la common Stock 20 by 22.08 by 29.366 li de la common Stock I By the 1993 Revocable Trust Common Stock 05/17/2006 Súl double súl de la common Stock 20 by 22.06 b	05/17/2006	S <u>(1)</u>	400	D	\$ 22.25	294,766	I	Hennessy Revocable
Common Stock 05/17/2006 SO DESCRIPTION 100 D S 22.16 294,266 I Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 300 D S 22.15 293,966 I DESCRIPTION By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 400 D S 22.14 293,866 I DESCRIPTION By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 400 D S 22.08 293,066 I DESCRIPTION By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 100 D S 22.08 293,066 I DESCRIPTION By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 100 D S 22.06 292,966 I DESCRIPTION By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 100 D S 22.05 292,966 I DESCRIPTION By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 SO DESCRIPTION 100 D S 22.05 292,866 I DESCRIPTION B	05/17/2006	S(1)	400	D	\$ 22.23	294,366	I	Hennessy Revocable
Common Stock 05/17/2006 S(1) 300 D \$ 22.15 293,966 I Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.14 293,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 400 D \$ 22.1 293,466 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 400 D \$ 22.1 293,066 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.06 292,966 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.05 292,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.05 292,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D 2 22.05 292,866 I By the 1993 He	05/17/2006	S <u>(1)</u>	100	D	\$ 22.16	294,266	I	Hennessy Revocable
Common Stock 05/17/2006 S(1) 100 D \$ 22.14 293,866 I Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 400 D \$ 22.1 293,466 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 400 D \$ 22.08 293,066 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.06 292,966 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.05 292,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.05 292,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.05 292,866 I By the 1993 Hennessy Revocable Trust	05/17/2006	S(1)	300	D	\$ 22.15	293,966	I	Hennessy Revocable
Common Stock 05/17/2006 S(1) billion 400 billion \$ 22.1 billion 293,466 billion I Hennessy Revocable Trust Common Stock 05/17/2006 S(1) billion 400 billion \$ 22.08 billion 293,066 billion I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) billion 100 billion \$ 22.06 billion 292,966 billion I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) billion 100 billion \$ 22.05 billion 292,866 billion I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) billion 100 billion \$ 22.04 billion 292,766 billion I By the 1993 Hennessy Revocable Trust	05/17/2006	S(1)	100	D	\$ 22.14	293,866	I	Hennessy Revocable
Common Stock 05/17/2006 S(1) 400 D \$ 22.08 293,066 I Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.06 292,966 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.05 292,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 22.04 292,766 I By the 1993 Hennessy Revocable Trust	05/17/2006	S <u>(1)</u>	400	D	\$ 22.1	293,466	I	Hennessy Revocable
Common Stock 05/17/2006 S(1) 100 D \$ 292,966 I Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 292,866 I By the 1993 Hennessy Revocable Trust Common Stock 05/17/2006 S(1) 100 D \$ 292,766 I By the 1993 Hennessy Revocable Trust	05/17/2006	S(1)	400	D		293,066	I	Hennessy Revocable
$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	05/17/2006	S <u>(1)</u>	100	D	\$ 22.06	292,966	I	Hennessy Revocable
Common Stock $S_{(1)}^{(1)}$ 100 D $S_{(22.04)}^{(1)}$ 292,766 I Hennessy Revocable	05/17/2006	S(1)	100	D	\$ 22.05	292,866	I	Hennessy Revocable
	05/17/2006	S <u>(1)</u>	100	D	\$ 22.04	292,766	I	Hennessy Revocable

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Common Stock	05/17/2006	S <u>(1)</u>	400	D	\$ 22.02	292,366	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	100	D	\$ 21.95	292,266	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	300	D	\$ 21.94	291,966	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	200	D	\$ 21.93	291,766	I	By the 1993 Hennessy Revocable Trust
Common Stock	05/17/2006	S <u>(1)</u>	400	D	\$ 21.92	291,366	I	By the 1993 Hennessy Revocable Trust

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.

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

SEC 1474

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054



Signatures

Bruce P. Johnson, Attorney-in-fact 05/19/2006

**Signature of Reporting Person Da

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.

Remarks:

Remarks: Form 4 Filing 1 of 5 (continuation report): Related transactions effected by the Reporting Person on May 17, 2006

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 5