

FRANKLIN PAUL G

Form 4

January 25, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN PAUL G

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)
01/24/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice President Operations

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)
X 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	(A) or (D)	Price			
Common Stock	01/24/2006		M		20,000	A	\$ 6.34	24,073	D	
Common Stock	01/24/2006		S ⁽¹⁾		1,200	D	\$ 14.9	22,873	D	
Common Stock	01/24/2006		S ⁽¹⁾		400	D	\$ 14.91	22,473	D	
Common Stock	01/24/2006		S ⁽¹⁾		100	D	\$ 14.92	22,373	D	
	01/24/2006		S ⁽¹⁾		4,700	D		17,673	D	

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Common Stock					\$ 14.95		
Common Stock	01/24/2006	S ⁽¹⁾	200	D	\$ 14.96	17,473	D
Common Stock	01/24/2006	S ⁽¹⁾	500	D	\$ 14.97	16,973	D
Common Stock	01/24/2006	S ⁽¹⁾	300	D	\$ 14.98	16,673	D
Common Stock	01/24/2006	S ⁽¹⁾	1,700	D	\$ 14.99	14,973	D
Common Stock	01/24/2006	S ⁽¹⁾	3,400	D	\$ 15	11,573	D
Common Stock	01/24/2006	S ⁽¹⁾	2,000	D	\$ 15.01	9,573	D
Common Stock	01/24/2006	S ⁽¹⁾	1,000	D	\$ 15.05	8,573	D
Common Stock	01/24/2006	S ⁽¹⁾	2,500	D	\$ 15.1	6,073	D
Common Stock	01/24/2006	S ⁽¹⁾	2,000	D	\$ 15.15	4,073	D

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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 6.34	01/24/2006		M	20,000	11/25/2003 ⁽²⁾ 11/25/2013	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN PAUL G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054			Vice President Operations	

Signatures

Bruce P. Johnson,
Attorney-in-fact

01/25/2006

__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.
All of the options became exercisable on 11/25/2003. The shares underlying the options are subject to the issuer's right of repurchase that
- (2) lapsed as to 25% of the shares on 11/24/2004, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/24/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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