ATHEROS COMMUNICATIONS INC

Form 4 July 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5

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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).

Stock Common

Stock

Stock

Common

07/01/2005

07/01/2005

07/01/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * FOSTER THOMAS J			2. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS INC [ATHR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	, , , ,		3. Date of Earliest Transaction (Month/Day/Year) 07/01/2005					Director 10% Owner Specify below) Urice President Sales			
				ndment, Dai th/Day/Year)	Č			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Transaction(A) or Di Code (Instr. 3, (Instr. 8)		(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)		
Common Stock	07/01/2005			Code V M	Amount 10,000	(D)	Price \$ 1.72	12,943	D		
Common	07/01/2005			S <u>(1)</u>	300	D	\$ 8.2	12,643	D		

 $S^{(1)}$

 $S^{(1)}$

S(1)

2,015

3,685

2,000

D

D

D

10,628

6,943

4,943

D

D

D

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\$ Common 8.13 Stock

Common 07/01/2005 $S^{(1)}$ 2,000 D \$ 8.1 2,943 D Stock

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option	\$ 1.72	07/01/2005		M	10,000	11/14/2001 <u>(2)</u>	11/14/2011	Common	10,0

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

FOSTER THOMAS J C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Vice President Sales

Stock

Signatures

(right to buy)

Bruce P. Johnson, 07/06/2005 Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 11/14/2001. The shares underlying the options are subject to the issuer's right of repurchase that
- (2) lapsed as to 25% of the shares on 11/5/2002, and lapses as to the remaining shares in 36 equal monthly installments beginning on 12/5/2002.

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.