

BAHR RICHARD G
Form 4
October 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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., 5480 GREAT AMERICA PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2006

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/09/2006		M		52,121	A	\$ 1.72	118,318	I	See Footnote (1)
Common Stock	10/09/2006		M		17,879	A	\$ 9.34	136,197	I	See Footnote (1)
Common Stock	10/09/2006		S(2)		4,000	D	\$ 20.4	132,197	I	See Footnote (1)

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Common Stock	10/09/2006	S ⁽²⁾	2,000	D	\$ 20.35	130,197	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	5,000	D	\$ 20.3	125,197	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	5,000	D	\$ 20.25	120,197	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	3,900	D	\$ 20.22	116,297	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	5,315	D	\$ 20.21	110,982	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	2,000	D	\$ 20.2	108,982	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	1,600	D	\$ 20.19	107,382	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	301	D	\$ 20.18	107,081	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	9,679	D	\$ 20.17	97,402	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	300	D	\$ 20.16	97,102	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	30,905	D	\$ 20.13	66,197	I	See Footnote (1)

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 1.72	10/09/2006	M	52,121					03/12/2003 ⁽³⁾	03/12/2013	Common Stock	52,121
Employee Stock Options (right to buy)	\$ 9.34	10/09/2006	M	17,879					01/14/2004 ⁽⁴⁾	01/14/2014	Common Stock	17,879

Reporting Owners

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

Signatures

Bruce P. Johnson,
Attorney-in-fact

10/10/2006

**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) By the Bahr Family Trust
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - (3) All of the options became exercisable on 3/12/2003. The shares underlying the options are subject to the issuer's right of repurchase that lapses in 48 equal monthly installments beginning on 3/28/2003.

All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase that lapses as to 25% of the shares on 1/14/2005, and lapses as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.
 - (4) All of the options became exercisable on 1/14/2004. The shares underlying the options are subject to the issuer's right of repurchase that lapses as to 25% of the shares on 1/14/2005, and lapses as to the remaining shares in 48 equal monthly installments beginning on 2/14/2005.

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.