

ATHEROS COMMUNICATIONS INC
 Form 4
 September 01, 2005

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

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 *
 MENG TERESA H

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)
 C/O ATHEROS COMMUNICATIONS, INC., 5480 GREAT AMERICA PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 09/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 SANTA CLARA,, CA 95054

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)	(A) or (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 Ownership (Instr. 4)
Common Stock	09/01/2005		S ⁽¹⁾	21,337	D	\$ 10.15 1,672,663	I	By Teresa H. Meng Trust
Common Stock	09/01/2005		S ⁽¹⁾	5,700	D	\$ 10.16 1,666,963	I	By Teresa H. Meng Trust
Common Stock	09/01/2005		S ⁽¹⁾	200	D	\$ 10.18 1,666,763	I	By Teresa H. Meng Trust

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Common Stock	09/01/2005	<u>S</u> (1)	263	D	\$ 10.19	1,666,500	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	24,033	D	\$ 10.2	1,642,467	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	467	D	\$ 10.21	1,642,000	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	2,447	D	\$ 10.23	1,639,553	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	3,592	D	\$ 10.24	1,635,961	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	35,458	D	\$ 10.25	1,600,503	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	3,942	D	\$ 10.26	1,596,561	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	361	D	\$ 10.27	1,596,200	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	539	D	\$ 10.29	1,595,661	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	100	D	\$ 10.32	1,595,561	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	1,508	D	\$ 10.35	1,594,053	I	By Teresa H. Meng Trust
Common Stock	09/01/2005	<u>S</u> (1)	53	D	\$ 10.4	1,594,000	I	By Teresa H. Meng Trust

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)

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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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MENG TERESA H
 C/O ATHEROS COMMUNICATIONS, INC. X
 5480 GREAT AMERICA PARKWAY
 SANTA CLARA,, CA 95054

Signatures

Bruce P. Johnson,
 Attorney-in-fact 09/01/2005

 **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.

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.