

Torre David D
 Form 3
 January 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Torre David D
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/18/2006

3. Issuer Name and Ticker or Trading Symbol
 ATHEROS COMMUNICATIONS INC [ATHR]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

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

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 VP & Chief Accounting Officer

SANTA CLARA, CA 95054
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	46,250	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Options (right to buy)	03/13/2002 ⁽¹⁾	03/12/2012	Common Stock	33,750	\$ 1.72	D	Â
Employee Stock Options (right to buy)	03/12/2003 ⁽²⁾	03/11/2013	Common Stock	30,000	\$ 1.72	D	Â
Employee Stock Options (right to buy)	Â ⁽³⁾	01/13/2014	Common Stock	30,000	\$ 9.333	D	Â
Employee Stock Options (right to buy)	Â ⁽⁴⁾	04/20/2014	Common Stock	10,000	\$ 15.24	D	Â
Employee Stock Options (right to buy)	Â ⁽⁵⁾	01/20/2015	Common Stock	30,000	\$ 10.03	D	Â
Employee Stock Options (right to buy)	Â ⁽⁶⁾	01/18/2011	Common Stock	34,000	\$ 14.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Torre David D C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	Â	Â	Â VP & Chief Accounting Officer	Â

Signatures

Bruce P. Johnson,
Attorney-in-fact

01/20/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

All of the options became exercisable on 3/13/2002. The shares underlying the options are subject to the issuer's right of repurchase that
(1) lapsed as to 2,813 of the shares on 2/18/2005, and lapses as to the remaining shares in 11 equal monthly installments beginning on 3/18/2005.

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
(2) lapsed as to 626 of the shares on 3/12/2003, and lapses as to the remaining shares in 47 equal monthly installments beginning on 3/18/2003.

(3) 20% of the options became exercisable on 1/14/2005; and the remaining options will become exercisable in 48 equal monthly installments beginning on 2/14/2005.

(4) 20% of the options became exercisable on 4/21/2005; and the remaining options will become exercisable in 48 equal monthly installments beginning on 5/21/2005.

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- (5) 25% of the options will become exercisable on 1/21/2006; and the remaining options will become exercisable in 36 equal monthly installments commencing on 2/21/2006.
- (6) Options will become exercisable in 48 equal monthly installments commencing on 2/18/2006.

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.