

FRANKLIN PAUL G  
Form 4  
January 25, 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 \*  
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  
 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)  
 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 or Price		
Common Stock	01/24/2006		M		20,000 A \$ 6.34	24,073	D
Common Stock	01/24/2006		S <sup>(1)</sup>		1,200 D \$ 14.9	22,873	D
Common Stock	01/24/2006		S <sup>(1)</sup>		400 D \$ 14.91	22,473	D
Common Stock	01/24/2006		S <sup>(1)</sup>		100 D \$ 14.92	22,373	D
	01/24/2006		S <sup>(1)</sup>		4,700 D	17,673	D

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (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 <sup>(2)</sup>	11/25/2013	Common Stock	20,000

