

HENNESSY JOHN L

Form 4

July 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENNESSY JOHN L

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)
07/13/2006

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	07/13/2006		S ⁽¹⁾		100	D \$ 16.91	234,099	I	See Footnote (2)
Common Stock	07/13/2006		S ⁽¹⁾		300	D \$ 16.9	233,799	I	See Footnote (2)
Common Stock	07/13/2006		S ⁽¹⁾		300	D \$ 16.89	233,499	I	See Footnote (2)

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Common Stock	07/13/2006	<u>S⁽¹⁾</u>	100	D	\$ 16.87	233,399	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	500	D	\$ 16.86	232,899	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	300	D	\$ 16.85	232,599	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	300	D	\$ 16.84	232,299	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	156	D	\$ 16.83	232,143	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	444	D	\$ 16.82	231,699	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	400	D	\$ 16.81	231,299	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	700	D	\$ 16.8	230,599	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	300	D	\$ 16.75	230,299	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	200	D	\$ 16.73	230,099	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	100	D	\$ 16.71	229,999	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	200	D	\$ 16.62	229,799	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	100	D	\$ 16.58	229,699	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	300	D	\$ 16.55	229,399	I	See Footnote <u>(2)</u>
Common Stock	07/13/2006	<u>S⁽¹⁾</u>	300	D	\$ 16.5	229,099	I	See Footnote

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								(2)
Common Stock	07/13/2006	S ⁽¹⁾	300	D	\$ 16.48	228,799	I	See Footnote (2)
Common Stock	07/13/2006	S ⁽¹⁾	200	D	\$ 16.38	228,599	I	See Footnote (2)
Common Stock	07/13/2006	S ⁽¹⁾	100	D	\$ 16.36	228,499	I	See Footnote (2)
Common Stock	07/13/2006	S ⁽¹⁾	300	D	\$ 16.35	228,199	I	See Footnote (2)
Common Stock	07/13/2006	S ⁽¹⁾	300	D	\$ 16.28	227,899	I	See Footnote (2)
Common Stock	07/13/2006	S ⁽¹⁾	70	D	\$ 17.6	3,055	I	By Son
Common Stock	07/13/2006	S ⁽¹⁾	100	D	\$ 17.5	2,955	I	By Son
Common Stock	07/13/2006	S ⁽¹⁾	71	D	\$ 17.38	2,884	I	By Son
Common Stock	07/13/2006	S ⁽¹⁾	60	D	\$ 17.37	2,824	I	By Son
Common Stock	07/13/2006	S ⁽¹⁾	75	D	\$ 17.34	2,749	I	By Son
Common Stock	07/13/2006	S ⁽¹⁾	130	D	\$ 17.3	2,619	I	By Son
Common Stock	07/13/2006	S ⁽¹⁾	100	D	\$ 17.2	2,519	I	By Son

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	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 Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

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

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L
C/O ATHEROS COMMUNICATIONS, INC. X
5480 GREAT AMERICA PARKWAY
SANTA CLARA,, CA 95054

Signatures

Bruce P. Johnson,
Attorney-in-fact 07/14/2006

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) By the 1993 Hennessy Revocable Trust

Remarks:

Remarks: Form 4 Filing 2 of 5 (continuation report): Related transactions effected by the Reporting Person on July 13, 2006

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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