

Torre David D
Form 3
January 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 *

Â Torre David D
(Last) (First) (Middle)

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

(Street)

SANTA CLARA,Â CAÂ 95054

(City) (State) (Zip)

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

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

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
X 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 Â

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

SEC 1473 (7-02)

**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.**

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

Edgar Filing: Torre David D - Form 3

	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).

(1) 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 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.

(2) 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 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.

Edgar Filing: Torre David D - Form 3

- (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.