

BAHR RICHARD G
Form 4
October 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
BAHR RICHARD G

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President Engineering

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2006

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

(Street)

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

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	(A) or (D)	Price			
Common Stock	10/09/2006		M		52,121	A	\$ 1.72	118,318	I	See Footnote (1)
Common Stock	10/09/2006		M		17,879	A	\$ 9.34	136,197	I	See Footnote (1)
Common Stock	10/09/2006		S(2)		4,000	D	\$ 20.4	132,197	I	See Footnote (1)

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Common Stock	10/09/2006	S ⁽²⁾	2,000	D	\$ 20.35	130,197	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	5,000	D	\$ 20.3	125,197	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	5,000	D	\$ 20.25	120,197	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	3,900	D	\$ 20.22	116,297	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	5,315	D	\$ 20.21	110,982	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	2,000	D	\$ 20.2	108,982	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	1,600	D	\$ 20.19	107,382	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	301	D	\$ 20.18	107,081	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	9,679	D	\$ 20.17	97,402	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	300	D	\$ 20.16	97,102	I	See Footnote (1)
Common Stock	10/09/2006	S ⁽²⁾	30,905	D	\$ 20.13	66,197	I	See Footnote (1)

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

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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