

BARRATT CRAIG H

Form 4

February 24, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRATT CRAIG H

(Last) (First) (Middle)

C/O ATHEROS
COMMUNICATIONS, INC., 529
ALMANOR AVENUE

(Street)

SUNNYVALE,, CA 94085

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ATHEROS COMMUNICATIONS
INC [ATHR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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 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	02/24/2005		M		45,000	A \$ 1.72	110,750 D
Common Stock	02/24/2005		S ⁽¹⁾		1,000	D \$ 13.32	109,750 D
Common Stock	02/24/2005		S ⁽¹⁾		300	D \$ 13.28	109,450 D
Common Stock	02/24/2005		S ⁽¹⁾		3,000	D \$ 13.25	106,450 D
	02/24/2005		S ⁽¹⁾		1,000	D	105,450 D

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Common Stock					\$ 13.24		
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.21	104,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.2	103,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.12	102,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.09	101,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.07	100,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.05	99,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 13.04	98,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	2,000	D	\$ 13.03	96,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	4,000	D	\$ 13.02	92,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,100	D	\$ 13.01	91,350	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	6,400	D	\$ 13	84,950	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	500	D	\$ 12.99	84,450	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	173	D	\$ 12.97	84,277	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,900	D	\$ 12.96	82,377	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	2,400	D	\$ 12.95	79,977	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,300	D	\$ 12.94	78,677	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 12.93	77,677	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	427	D	\$ 12.92	77,250	D
Common Stock	02/24/2005	<u>S⁽¹⁾</u>	1,200	D	\$ 12.91	76,050	D
	02/24/2005	<u>S⁽¹⁾</u>	1,600	D	\$ 12.9	74,450	D

Common
Stock

Common Stock	02/24/2005	<u>S</u> (1)	1,000	D	\$ 12.89	73,450	D
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Common Stock	02/24/2005	<u>S</u> (1)	3,000	D	\$ 12.88	70,450	D
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Common Stock	02/24/2005	<u>S</u> (1)	1,000	D	\$ 12.87	69,450	D
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Common Stock						2,250	I	See footnote (3)
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Common Stock						2,250	I	See footnote (3)
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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 (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 Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 1.72	02/24/2005		M	45,000	04/10/2002 ⁽²⁾ 04/10/2012	Common Stock 45,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		President and CEO	

BARRATT CRAIG H
C/O ATHEROS COMMUNICATIONS, INC.
529 ALMANOR AVENUE
SUNNYVALE,, CA 94085

Signatures

Bruce P. Johnson,
Attorney-in-fact

02/24/2005

__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) All of the options became exercisable on 4/10/2002. The shares underlying the options are subject to the issuer's right of repurchase that lapsed as to 25% of the shares on 4/1/2003, and lapses as to the remaining shares in 36 equal monthly installments beginning on 5/1/2003. These shares are held in trust for the benefit of the reporting person's son. The reporting person's brother-in-law is the trustee of the trust.
- (3) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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