

HENNESSY JOHN L

Form 4

December 01, 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

(Last) (First) (Middle)

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

(Street)

SANTA CLARA., CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ATHEROS COMMUNICATIONS
INC [ATHR]

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2006

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)

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 (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	11/30/2006		S ⁽¹⁾		100	D \$ 22.5	184,299	I	See Footnote (2)
Common Stock	11/30/2006		S ⁽¹⁾		300	D \$ 22.49	183,999	I	See Footnote (2)
Common Stock	11/30/2006		S ⁽¹⁾		200	D \$ 22.47	183,799	I	See Footnote (2)

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Common Stock	11/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 22.45	183,699	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	300	D	\$ 22.43	183,399	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	300	D	\$ 22.41	183,099	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	200	D	\$ 22.4	182,899	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	633	D	\$ 22.39	182,266	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	67	D	\$ 22.38	182,199	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	200	D	\$ 22.37	181,999	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 22.36	181,899	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 22.34	181,799	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	200	D	\$ 22.32	181,599	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	300	D	\$ 22.3	181,299	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	300	D	\$ 22.29	180,999	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	500	D	\$ 22.27	180,499	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	100	D	\$ 22.26	180,399	I	See Footnote <u>(2)</u>
Common Stock	11/30/2006	<u>S⁽¹⁾</u>	200	D	\$ 22.24	180,199	I	See Footnote

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								(2)
Common Stock	11/30/2006	S ⁽¹⁾	100	D	\$ 22.23	180,099	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	400	D	\$ 22.19	179,699	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	200	D	\$ 22.18	179,499	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	100	D	\$ 22.17	179,399	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	500	D	\$ 22.16	178,899	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	200	D	\$ 22.15	178,699	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	300	D	\$ 22.14	178,399	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	100	D	\$ 22.09	178,299	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	300	D	\$ 22.07	177,999	I	See Footnote (2)
Common Stock	11/30/2006	S ⁽¹⁾	100	D	\$ 21.97	177,899	I	See Footnote (2)

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. Nu Deriv Secur Bene Own
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Security

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

Follo
Repor
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 12/01/2006

__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 2 (continuation report): Related transactions effected by the Reporting Person on November 30,

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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