

BAHR RICHARD G
Form 4
June 17, 2005

FORM 4

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

OMB APPROVAL

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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

(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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President Engineering

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

(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

SUNNYVALE,, CA 94085

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/17/2005 | | S ⁽¹⁾ | 1,600 D \$ 8.8 | 149,809 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | | S ⁽¹⁾ | 900 D \$ 8.81 | 148,909 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | | S ⁽¹⁾ | 400 D \$ 8.82 | 148,509 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | | S ⁽¹⁾ | 10,000 D \$ 8.85 | 138,509 | I | See footnote ⁽³⁾ |
| | 06/17/2005 | | S ⁽¹⁾ | 10,100 D | 128,409 | I | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|---------|---------|---|-----------------------------|
| Common Stock | | | | | \$ 8.88 | | | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 23,777 | D | \$ 8.9 | 104,632 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 9,400 | D | \$ 8.91 | 95,232 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 1,400 | D | \$ 8.92 | 93,832 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 1,600 | D | \$ 8.93 | 92,232 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 3,600 | D | \$ 8.94 | 88,632 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 13,554 | D | \$ 8.95 | 75,078 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 200 | D | \$ 8.96 | 74,878 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 4,600 | D | \$ 9 | 70,278 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 369 | D | \$ 9.01 | 69,909 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 1,900 | D | \$ 9.02 | 68,009 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 1,900 | D | \$ 9.03 | 66,109 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 2,100 | D | \$ 9.04 | 64,009 | I | See footnote ⁽³⁾ |
| Common Stock | 06/17/2005 | S ⁽¹⁾ | 100 | D | \$ 9.09 | 63,909 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | | 13,250 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | 13,250 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | 13,250 | I | See footnote ⁽⁴⁾ |

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

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.

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(9-02)

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

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| 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAHR RICHARD G C/O ATHEROS COMMUNICATIONS, INC. 529 ALMANOR AVENUE SUNNYVALE,, CA 94085 | | | Vice President Engineering | |

Signatures

Bruce P. Johnson,
Attorney-in-fact

06/17/2005

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) Includes 1,875 shares acquired in May 2005 pursuant to the Atheros Communications, Inc. 2004 Employee Stock Purchase Plan.
- (3) By the Bahr Family Trust
- (4) By wife as custodian for daughter

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.