BAHR RICHARD G

Form 4

January 20, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type	Responses)							
1. Name and Address of Reporting Person * BAHR RICHARD G			Symbol	OS CON	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		0, 5480	3. Date of Month/Da)1/18/20	ay/Year)	ransaction	Director _X_ Officer (give below) Vice Pres	title 10% below) sident Enginee	er (specify
	(Street)	4.	. If Amen	ndment, D	ate Original	6. Individual or Jo	int/Group Fili	ng(Check
SANTA CI	LARA,, CA 9505		Filed(Mont	th/Day/Yea	r)	Applicable Line) _X_ Form filed by C Form filed by M Person		
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative Securities Acqu		, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if	Code	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature o Indirect Beneficial

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acqui	red, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4	d of (Ľ))	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)
Common Stock	01/19/2006		M	100,000	A		114,322	I	By the Bahr Family Trust
Common Stock	01/19/2006		S <u>(1)</u>	18,224	D	\$ 15	96,098	I	By the Bahr Family Trust
Common Stock	01/19/2006		S <u>(1)</u>	4,500	D	\$ 15.01	91,598	I	By the Bahr

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								Family Trust
Common Stock	01/19/2006	S <u>(1)</u>	20,776	D	\$ 15.02	70,822	I	By the Bahr Family Trust
Common Stock	01/19/2006	S <u>(1)</u>	3,200	D	\$ 15.03	67,622	I	By the Bahr Family Trust
Common Stock	01/19/2006	S <u>(1)</u>	1,100	D	\$ 15.04	66,522	I	By the Bahr Family Trust
Common Stock	01/19/2006	S <u>(1)</u>	2,200	D	\$ 15.05	64,322	I	By the Bahr Family Trust
Common Stock	01/19/2006	S <u>(1)</u>	1,000	D	\$ 15	10,250	I	By wife as custodian for daughter
Common Stock	01/19/2006	S <u>(1)</u>	1,000	D	\$ 15	10,250	I	By wife as custodian for daughter
Common Stock	01/19/2006	S <u>(1)</u>	1,000	D	\$ 15	10,250	I	By wife as custodian for daughter

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. Number of orDerivative	6. Date Exercisable and Expiration Date	7. Title and An Underlying Se
		(Monunia)	· · · · · · · · · · · · · · · · · · ·			*	, ,
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		
	Derivative				(D)		
	Security				(Instr. 3, 4, and 5)		
				Code V	(A) (D)	Date Exercisable	Title

							Expiration Date	
Employee Stock Options (right to buy)	\$ 14.38	01/18/2006	A	70,000		(2)	01/18/2011	Common Stock
Employee Stock Options (right to buy)	\$ 1.72	01/19/2006	M		50,000	03/13/2002(3)	03/13/2012	Common Stock
Employee Stock Options (right to buy)	\$ 1.72	01/19/2006	M		6,250	08/08/2001(4)	08/08/2011	Common Stock
Employee Stock Options (right to buy)	\$ 1.72	01/19/2006	M		43,750	03/13/2002(5)	03/13/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

BAHR RICHARD G C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA,, CA 95054

Vice President Engineering

Relationshin

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 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) Options become exercisable in 48 equal monthly installments commencing on 2/18/2006.
- (3) 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 lapses in 12 equal monthly installments beginning on 3/28/2005.

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- (4) All of the options became exercisable on 8/8/2001. The shares underlying the options are subject to the issuer's right of repurchase that lapsed in 12 equal monthly installments beginning on 3/28/2004.
- 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 (5) lapsed as to 25% of the shares on 2/28/2003, and lapses as to the remaining shares in 36 equal monthly installments beginning on 3/28/2003

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.