Torre David D Form 3 January 20, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 <u>*</u> Torre David D			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol ATHEROS COMMUNICATIONS INC [ATHR]				
(Last)	(First)	(Middle)	01/18/2006	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner _X_ Officer Other (give title below) (specify below) VP & Chief Accounting Officer			 5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting 	
C/O ATHEF COMMUNI INC., 5480 AMERICA	CATIONS OGREAT PARKWA (Street)	Y						
SANTA CLARA, CA 95054							Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owner					
1.Title of Secur (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	•	
Common Sto	ock		46,250		D	Â		
Reminder: Repo			ach class of securities benefic	ially	SEC 1473 (7-02	2)		
	inforr	nation conta	pond to the collection of ained in this form are not and unless the form displ					

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

currently valid OMB control number.

1. Title of Derivative	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	03/13/2002(1)	03/12/2012	Common Stock	33,750	\$ 1.72	D	Â
Employee Stock Options (right to buy)	03/12/2003(2)	03/11/2013	Common Stock	30,000	\$ 1.72	D	Â
Employee Stock Options (right to buy)	(3)	01/13/2014	Common Stock	30,000	\$ 9.333	D	Â
Employee Stock Options (right to buy)	(4)	04/20/2014	Common Stock	10,000	\$ 15.24	D	Â
Employee Stock Options (right to buy)	(5)	01/20/2015	Common Stock	30,000	\$ 10.03	D	Â
Employee Stock Options (right to buy)	(6)	01/18/2011	Common Stock	34,000	\$ 14.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Ketationships				
	Director	10% Owner	Officer	Other	

Torre David D C/O ATHEROS COMMUNICATIONS, INC. 5480 GREAT AMERICA PARKWAY SANTA CLARA, CAÂ 95054

 \hat{A} \hat{A} \hat{A} VP & Chief Accounting Officer \hat{A}

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 5(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).
- 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 (1) lapsed as to 2,813 of the shares on 2/18/2005, and lapses as to the remaining shares in 11 equal monthly installments beginning on 3/18/2005.
- All of the options became exercisable on 3/12/2003. The shares underlying the options are subject to the issuer's right of repurchase that (2) lapsed as to 626 of the shares on 3/12/2003, and lapses as to the remaining shares in 47 equal monthly installments beginning on 3/18/2003.
- (3) 20% of the options became exercisable on 1/14/2005; and the remaining options will become exercisable in 48 equal monthly installments beginning on 2/14/2005.
- (4) 20% of the options became exercisable on 4/21/2005; and the remaining options will become exercisable in 48 equal monthly installments beginning on 5/21/2005.

Reporting Owners 2

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- (5) 25% of the options will become exercisable on 1/21/2006; and the remaining options will become exercisable in 36 equal monthly installments commencing on 2/21/2006.
- (6) Options will become exercisable in 48 equal monthly installments commencing on 2/18/2006.

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.