

QUALCOMM INC/DE
Form 4
February 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
JACOBS IRWIN M

(Last) (First) (Middle)
5775 MOREHOUSE DR.
(Street)

SAN DIEGO, CA 92121-1714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUALCOMM INC/DE [QCOM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

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)
Chairman of the Board

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 | 02/13/2006 | | M | 40,000 A \$ 3.9 | 25,626,282 | I | by Trust (1) |
| Common Stock | 02/13/2006 | | S(2) | 47,000 D \$ 45.9382 | 25,579,282 | I | by Trust (1) |
| Common Stock | | | | | 1,096,167 | I | By GRAT |
| Common Stock | | | | | 1,096,167 | I | by Spouse |

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

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(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 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|-----|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Option (right to buy) | \$ 3.9 | 02/13/2006 | | M | | 40,000 | (3) | 11/13/2007 | Common Stock | 40 |
| Non-Qualified Stock Option (right to buy) | \$ 3.51 | 01/30/2006 | | G | V | 43,925 | (4) | 07/16/2008 | Common Stock | 43 |
| Non-Qualified Stock Option (right to buy) | \$ 3.51 | 01/30/2006 | | G | V | 43,925 | (4) | 07/16/2008 | Common Stock | 43 |
| Non-Qualified Stock Option (right to buy) | \$ 3.51 | 01/30/2006 | | G | V | 43,926 | (4) | 07/16/2008 | Common Stock | 43 |
| Non-Qualified Stock Option (right to buy) | \$ 3.51 | 01/30/2006 | | G | V | 43,926 | (4) | 07/16/2008 | Common Stock | 43 |
| Non-Qualified Stock Option (right to buy) | \$ 3.51 | | | | | | (4) | 07/16/2008 | Common Stock | 2,6 |
| Non-Qualified Stock Option (right to buy) | \$ 3.51 | | | | | | (4) | 07/16/2008 | Common Stock | 67 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACOBS IRWIN M 5775 MOREHOUSE DR. | X | | Chairman of the Board | |

SAN DIEGO, CA 92121-1714

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M.
Jacobs

02/15/2006

__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) Securities held by Irwin M. Jacobs & Joan Klein Jacobs as Trustees of the Irwin Mark Jacobs & Joan Klein Jacobs Family Trust UTA dtd 6/2/80, as amended 6/30/92.
- (2) The disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest in five equal annual installments beginning on November 14, 1998.
- (4) Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest in five equal annual installments beginning on July 17, 1999.

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.