

JACOBS IRWIN M
Form 4
June 10, 2009

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 *
JACOBS IRWIN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN DIEGO, CA 92121-1714

(City) (State) (Zip)

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

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 | 04/29/2009 | | G ⁽¹⁾ | V | 1,000,000 | A | \$ 0 | 8,981,301 | I | by GRAT S ⁽²⁾ |
| Common Stock | 06/08/2009 | | J ⁽³⁾ | | 552,565 | D | \$ 0 | 8,428,736 | I | by GRAT S ⁽²⁾ |
| Common Stock | 04/29/2009 | | G ⁽¹⁾ | V | 1,000,000 | D | \$ 0 | 5,634,846 | I | by Trust ⁽⁴⁾ |
| Common Stock | 04/29/2009 | | G | V | 18,800 | D | \$ 0 | 5,616,046 | I | by Trust ⁽⁴⁾ |
| Common Stock | 05/15/2009 | | G ⁽⁵⁾ | V | 49,165 | D | \$ 0 | 5,566,881 | I | by Trust |

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| | | | | | | | | | |
|--------------|------------|--------|---------|---|----------------|-----------|---|--|--------------|
| Stock | | | | | | | | | (4) |
| Common Stock | 05/21/2009 | G V | 71,810 | D | \$ 0 | 5,495,071 | I | | by Trust (4) |
| Common Stock | 06/08/2009 | J(3) | 552,565 | A | \$ 0 | 6,600,201 | I | | by Trust (4) |
| Common Stock | 06/09/2009 | M | 100,000 | A | \$ 41.75 | 6,700,201 | I | | by Trust (4) |
| Common Stock | 06/09/2009 | S(5) | 100,000 | D | \$ 46.0076 (6) | 6,600,201 | I | | by Trust (4) |
| Common Stock | 06/09/2009 | G(5) V | 26,244 | D | \$ 0 | 6,573,957 | I | | by Trust (4) |
| Common Stock | | | | | | 8,428,736 | I | | By GRAT (7) |

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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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Non-Qualified Stock Option (right to buy) | \$ 41.75 | 06/09/2009 | | M | 100,000 | (8) | 11/11/2009 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JACOBS IRWIN M 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714 | | X | | |

Signatures

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

06/10/2009

__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) Gift to Spouse's Grantor Retained Annuity Trust (GRAT) who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by Mrs. Jacobs' GRAT, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
 - (2) Securities held by Nicholas S. Oliva, Trustee of the Joan Klein Jacobs' Grantor Retained Annuity Trust.
 - (3) This transaction represents the distribution of shares from Mrs. Jacobs' GRAT to the Jacobs Family Trust.
 - (4) 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.
 - (5) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
 - (6) The sale prices for this transaction ranged from \$46.00 to \$46.07. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
 - (7) Securities held by Nicholas S. Oliva, Trustee of the Irwin Mark Jacobs' Grantor Retained Annuity Trust.
 - (8) Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest as to 1/60th of the total shares granted on each monthly anniversary beginning on December 12, 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.