

LUPIN LOUIS M
Form 4
December 02, 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 *
LUPIN LOUIS 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.

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

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

Senior VP, General Counsel

(Street)
SAN DIEGO, CA 92121-1714

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

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|---|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 10/21/2005 | | G | V | 1,140 | D | \$ 0 | 14,034 | D | |
| Common Stock | 12/01/2005 | | M | | 2,668 | A | \$ 31.31 | 16,702 | D | |
| Common Stock | 12/01/2005 | | S ⁽¹⁾ | | 2,668 | D | \$ 45.4875 | 14,034 | D | |
| Common Stock | 12/01/2005 | | M | | 13,332 | A | \$ 23.78 | 27,366 | D | |
| Common Stock | 12/01/2005 | | S ⁽¹⁾ | | 13,332 | D | \$ 45.4875 | 14,034 | D | |

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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.

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 23.78 | 12/01/2005 | | M | 13,332 | <u>(2)</u> 09/27/2011 | Common Stock | 13,332 |
| Non-Qualified Stock Option (right to buy) | \$ 31.31 | 12/01/2005 | | M | 2,668 | <u>(3)</u> 09/07/2010 | Common Stock | 2,668 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUPIN LOUIS M 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714 | | | Senior VP, General Counsel | |

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Louis M. Lupin 12/02/2005

__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 disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (2) The options vest as to 10% of the total shares granted on March 28, 2002 and as to 1/60th of the total shares granted on each monthly anniversary beginning on April 28, 2002.
- (3)

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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 October 8, 2000.

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.