

ATKINSON RICHARD C
Form 4
February 03, 2006

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 *
ATKINSON RICHARD C

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)
02/01/2006

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/01/2006 | | M | V Amount \$ 2.91 | 340,762 | I | by Trust ⁽¹⁾ |
| Common Stock | 02/01/2006 | | S ⁽²⁾ | V Amount \$ 47.2721 | 327,362 | I | by Trust ⁽¹⁾ |
| Common Stock | | | | | 50,000 | I | By GRAT |
| Common Stock | | | | | 65,280 | I | FBO relatives ⁽³⁾ |
| Common Stock | | | | | 50,000 | I | by Spouse ⁽⁴⁾ |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 2.91 | 02/01/2006 | | M | 13,400 | <u>(5)</u> 02/09/2008 | Common Stock | 13,400 |

Reporting Owners

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

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Richard C. Atkinson 02/03/2006

**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 Rita L. Atkinson & Richard C. Atkinson as Co-Trustees of the Richard Chatham Atkinson & Rita Loyd Atkinson Family Trust UTA dtd. 12/04/80.
- (2) The disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) Securities held by Richard C. Atkinson and Rita L. Atkinson as Trustees for certain relatives.
- (4) Securities held by Rita L. Atkinson, Trustee of The Rita L. Atkinson Annuity Trust dated April 19, 2005.
- (5) The option vests in five equal annual installments beginning on January 15, 1999.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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