

SULLIVAN DANIEL L
 Form 4
 July 28, 2008

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 *
 SULLIVAN DANIEL L

(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)
 07/24/2008

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)
 Executive VP, Human Resources

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) | (A) or (D) | Price | 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 | 07/24/2008 | | M | 9,328 | A | \$ 17.47 | 22,805 | I | by Trust (1) |
| Common Stock | 07/24/2008 | | S(2) | 9,328 | D | \$ 53.8 | 13,477 | I | by Trust (1) |
| Common Stock | 07/24/2008 | | M | 84,666 | A | \$ 29.21 | 98,143 | I | by Trust (1) |
| Common Stock | 07/24/2008 | | S(2) | 84,666 | D | \$ 53.8 | 13,477 | I | by Trust (1) |
| Common Stock | 07/24/2008 | | M | 6,006 | A | \$ 17.47 | 19,483 | I | by Trust (1) |

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| | | | | | | | | |
|--------------|------------|-------------|--------|---|-----------|---------|---|------------------------|
| Common Stock | 07/24/2008 | <u>S(2)</u> | 6,006 | D | \$ 54.315 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 79,740 | A | \$ 41.75 | 93,217 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 79,740 | D | \$ 53.8 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 260 | A | \$ 41.75 | 13,737 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 260 | D | \$ 54.315 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 93,994 | A | \$ 22.23 | 107,471 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 93,994 | D | \$ 53.8 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 6,000 | A | \$ 17.47 | 19,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 6,000 | D | \$ 54.315 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 6 | A | \$ 22.23 | 13,483 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 6 | D | \$ 54.315 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 33,894 | A | \$ 23.78 | 47,371 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 33,894 | D | \$ 53.8 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 60,000 | A | \$ 22.23 | 73,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 60,000 | D | \$ 53.8 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | M | 6,106 | A | \$ 23.78 | 19,583 | I | by Trust <u>(1)</u> |
| Common Stock | 07/24/2008 | <u>S(2)</u> | 6,106 | D | \$ 54.315 | 13,477 | I | by Trust <u>(1)</u> |
| Common Stock | | | | | | 4,684 | D | |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 17.47 | 07/24/2008 | | M | 9,328 | (3) 11/07/2012 | Common Stock | 9,328 | |
| Non-Qualified Stock Option (right to buy) | \$ 17.47 | 07/24/2008 | | M | 6,006 | (3) 11/07/2012 | Common Stock | 6,006 | |
| Non-Qualified Stock Option (right to buy) | \$ 17.47 | 07/24/2008 | | M | 6,000 | (3) 11/07/2012 | Common Stock | 6,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 22.23 | 07/24/2008 | | M | 93,994 | (3) 11/27/2013 | Common Stock | 93,994 | |
| Non-Qualified Stock Option (right to buy) | \$ 22.23 | 07/24/2008 | | M | 6 | (3) 11/27/2013 | Common Stock | 6 | |
| Non-Qualified Stock Option (right to buy) | \$ 22.23 | 07/24/2008 | | M | 60,000 | (3) 11/27/2013 | Common Stock | 60,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 23.78 | 07/24/2008 | | M | 33,894 | (3) 09/27/2011 | Common Stock | 33,894 | |
| Non-Qualified Stock Option (right to buy) | \$ 23.78 | 07/24/2008 | | M | 6,106 | (3) 09/27/2011 | Common Stock | 6,106 | |
| Non-Qualified Stock Option (right to buy) | \$ 29.21 | 07/24/2008 | | M | 84,666 | (3) 11/29/2011 | Common Stock | 84,666 | |
| Non-Qualified Stock Option (right to buy) | \$ 41.75 | 07/24/2008 | | M | 79,740 | (3) 11/11/2009 | Common Stock | 79,740 | |
| Non-Qualified Stock Option | \$ 41.75 | 07/24/2008 | | M | 260 | (3) 11/11/2009 | Common Stock | 260 | |

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN DANIEL L 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714 | | | Executive VP, Human Resources | |

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Daniel L. Sullivan

07/28/2008

__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 Daniel L. Sullivan & Kathryn Sullivan, Trustees of the Sullivan Family Trust dtd. 9/2/99.
- (2) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter. The option is fully vested five years after the date of grant.

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.