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JACOBS IF Form 4												
December 2												
FORM	Л 4 _{UNITED}	STATES SECU	RITH	ES A	AND EXCH	IAN(GE CO	MMISSION	OMB AP	PROVAL		
~					, D.C. 2054				Number:	3235-0287		
Check t if no lor	agor		NODO			• • •	011015		Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEF.						IAL	OWNE	KSHIP OF	Estimated av	verage		
Section Form 4		SEA						burden hour response	s per 0.5			
Form 5 obligati		rsuant to Section					•		•			
may con	ntinue. Section 17	(a) of the Public 30(h) of the 1	•		• •	•		035 or Section				
<i>See</i> Inst 1(b).	ruction	50(II) of the	nivesu	llell	t Company A	ACLO	1 1940					
(Print or Type	Responses)											
	Address of Reporting	Person <u>*</u> 2. Issu	ier Nam	e an	d Ticker or Tra	ading		Relationship of I	Reporting Perso	on(s) to		
JACOBS I	RWIN M	Symbol						Issuer				
(1 +)	(Einst)	-				OM	l	(Check	all applicable))		
(Last)	(First) (ate of Earliest Transaction nth/Day/Year)					X Director 10% Owner				
5775 MOREHOUSE DR. 12/23							be	Officer (give title Other (specify below)				
	(Street)	4. If Ar	nendmei	nt, D	ate Original		6.	Individual or Joi	nt/Group Filing	g(Check		
		Filed(M	lonth/Day	/Yea	ar)			oplicable Line) [_ Form filed by Or	he Reporting Per	son		
SAN DIEC	GO, CA 92121-17	14						Form filed by Mo				
(City)	(State)	(Zip) Ta	ble I - N	lon-	Derivative Sec	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned		
1.Title of	2. Transaction Date		3.		4. Securities		_	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	• • • •					Securities Penaficially	Ownership Form:	Indirect Beneficial		
(Instr. 3)		any (Month/Day/Year)	Code (Instr.	8)	(Instr. 3, 4 an	a 5)		Beneficially Owned	Form: Direct (D)	Ownership		
								Following Reported	or Indirect	(Instr. 4)		
						(A)		Transaction(s)	(I) (Instr. 4)			
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	12/01/2009		G <u>(1)</u>	V	1,000,000	Α	\$0	9,303,706	Ι	by GRAT S <u>(2)</u>		
Common Stock	12/01/2009		G <u>(1)</u>	V	1,000,000	D	\$0	3,942,443	Ι	by Trust (3)		
Common Stock	12/07/2009		G	v	58,191	D	\$0	3,884,252	Ι	by Trust (3)		
Common Stock	12/11/2009		G	V	22,100	D	\$0	3,862,152	I	by Trust (3)		
Common Stock	12/23/2009		G <u>(4)</u>	V	26,167	D	\$0	3,835,985	Ι	by Trust (3)		
	12/23/2009		М		5,000	А	\$43	3,840,985	Ι			

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Common Stock								by Trust (3)
Common Stock	12/23/2009	S <u>(4)</u>	5,000	D	\$ 46	3,835,985	Ι	by Trust (3)
Common Stock	12/24/2009	М	3,100	А	\$ 43	3,839,085	Ι	by Trust (3)
Common Stock	12/24/2009	S <u>(4)</u>	3,100	D	\$ 46.05	3,835,985	Ι	by Trust (3)
Common Stock	12/24/2009	М	4,400	А	\$ 43	3,840,385	I	by Trust (3)
Common Stock	12/24/2009	S <u>(4)</u>	4,400	D	\$ 46	3,835,985	I	by Trust (3)
Common Stock						9,303,706	Ι	By GRAT <u>(5)</u>

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.

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. Transactic 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option (right to buy)	\$ 43	12/23/2009		М	5,000	(6)	11/16/2010	Common Stock	5,00
Non-Qualified Stock Option (right to buy)	\$ 43	12/24/2009		М	3,100	(6)	11/16/2010	Common Stock	3,10
Non-Qualified Stock Option (right to buy)	\$ 43	12/24/2009		М	4,400	(6)	11/16/2010	Common Stock	4,40

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

JACOBS IRWIN M	
5775 MOREHOUSE DR.	Х
SAN DIEGO CA 92121-1714	

Signatures

By: Lisa V. Murzic, Attorney-in-Fact For: Irwin M. Jacobs

**Signature of Reporting Person

12/28/2009

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Director

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Gift to Spouse's Grantor Retained Annuity Trust (GRAT) who shares reporting person's household. The reporting person disclaims
(1) 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) 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.
- (4) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (5) Securities held by Nicholas S. Oliva, Trustee of the Irwin Mark Jacobs' Grantor Retained Annuity Trust.
- (6) Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest as to 10% of the total shares granted on May 17, 2001 and as to 1/60th of the total shares granted on each monthly anniversary beginning on June 17, 2001.

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.