

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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QUALCOMM INCORPORATED

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(Exact name of registrant as specified in its charter)

DELAWARE

95-3685934

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(State or other jurisdiction  
of incorporation or organization)

(I.R.S. employer identification no.)

5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

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(Address of principal executive offices)

QUALCOMM INCORPORATED 1998 NON-  
EMPLOYEE DIRECTORS' STOCK OPTION  
PLAN

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(Full title of the plan)

IRWIN MARK JACOBS  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
QUALCOMM INCORPORATED  
5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

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(Name, Address, and Telephone Number of Agent For Service)

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DEREGISTRATION OF SHARES

Effective as of February 27, 2001, the Registrant adopted the QUALCOMM Incorporated 2001 Non-Employee Directors' Stock Option Plan (the "2001 Plan"), which is intended to replace its 1998 Non-Employee Directors' Stock Option Plan (the "1998 Plan"). Accordingly, no future option grants will be made pursuant to the 1998 Plan. This Post-Effective Amendment No. 2 to the Registrant's Registration Statement No. 333-69457 on Form S-8, which was originally filed on December 22, 1998 (the "Registration Statement"), is filed to deregister 58,000 shares previously registered that remain available for future grant under the Registrant's 1998 Plan. The 58,000 shares deregistered by this Post-Effective Amendment No. 2 will be registered, by a subsequently filed registration statement on Form S-8 for the 2001 Plan, and the associated registration fee paid by the Registrant to register shares issuable under its 1998 Plan on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the Registrant's 2001 Plan. Please note, however, that 6,474,000 shares remain subject to outstanding options previously granted under the Registrant's 1998 Plan. Accordingly, the Registration Statement will remain in effect to cover the potential exercise of such outstanding options.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the February 27, 2003.

QUALCOMM INCORPORATED

By: /s/ Irwin Mark Jacobs

Irwin Mark Jacobs, Chairman of the Board  
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Irwin Mark Jacobs</u> Irwin Mark Jacobs	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	02/27/03
<u>/s/ William E. Keitel</u> William E. Keitel	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	02/27/03
<u>/s/ Richard C. Atkinson</u> Richard C. Atkinson	Director	02/27/03
<u>/s/ Adelia A. Coffman</u> Adelia A. Coffman	Director	02/27/03

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<u>/s/ Raymond V. Dittamore</u> Raymond V. Dittamore	Director	02/27/03
<u>/s/ Diana Lady Dougan</u> Diana Lady Dougan	Director	02/27/03
<u>/s/ Robert E. Kahn</u> Robert E. Kahn	Director	02/27/03
<u>/s/ Duane A. Nelles</u> Duane A. Nelles	Director	02/27/03
<u>/s/ Peter M. Sacerdote</u> Peter M. Sacerdote	Director	02/27/03
<u>/s/ Frank Savage</u> Frank Savage	Director	02/27/03
<u>/s/ Brent Scowcroft</u> Brent Scowcroft	Director	02/27/03
<u>/s/ Marc I. Stern</u> Marc I. Stern	Director	02/27/03
<u>/s/ Richard Sulpizio</u> Richard Sulpizio	Director	02/27/03