FORM	4
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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).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting Person [*] – JACOBS IRWIN M	2. Issuer Name and QUALCOMM II					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 5775 MOREHOUSE DR.		3. Date of Earliest Transaction (Month/Day/Year) XOfficer (give title below) Other (specify line) 01/05/2004 Chairman & CEO					er (specify below	x)		
(Street) SAN DIEGO, CA 92121-1714		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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						d		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if) any (Month/Day/Year)	(Instr. 8)	tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form:	7. Nature of Indirect Beneficial
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/05/2004		М		14,000	А	\$ 5.66	15,961,858	Ι	by Trust (1)
Common Stock	01/05/2004		S ⁽²⁾		34,000	D	\$ 53.48	15,927,858	Ι	by Trust (1)
Common Stock	01/05/2004		G <mark>(2)</mark>	V	6,170	D	\$ 0	15,921,688	Ι	by Trust (1)
Common Stock								68,039	Ι	By GRAT
Common Stock								68,039	Ι	by Spouse

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 SEC 1474 (9-02) 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			3A. Deemed	4.				6. Date Exercisable and					9. Number of		11. Nature
	Conversion		Execution Date, if									Derivative		Ownership	
-	or Exercise Price of	(Month/Day/Year)		Code				(-		Form of Derivative	Beneficial
(Instr. 3)	Derivative		(Month/Day/Year)	(insu. o		Acquired (A) or Disposed				(Instr. 3 and 4)		· /	~		(Instr. 4)
	Security					of (I		sea						Direct (D)	(IIISU. 4)
	~~~~,						tr. 3, 4,						0	or Indirect	
						and						Transaction(s)	(I)		
											Amount		(Instr. 4)	(Instr. 4)	
								Date	Expiration		or				
									Date	Title	Number				
				<u> </u>	* 7			Literensuore	Dute		of				
				Code	V	(A)	(D)				Shares				
Non-															
Qualified															
Stock										Common Stock					
Option	\$ 5.66	01/05/2004		Μ			14,000	07/12/1997 <mark>(3)</mark>	07/11/2006	Stock	14,000	\$ 0	978,000	D	
(right to										Stock					
buy)															

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JACOBS IRWIN M 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714	Х		Chairman & CEO				

# Signatures

**Signature of Reporting Person

01/05/2004 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 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.
- (2) The disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest in five equal annual installments beginning on July 12, 1997.

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.