## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 or Section 30(h) of the Investment Company Act of 1940

(1 mit of Typ		,														
	d Address of IRWIN M	Reporting Person *					nd Ticker INC/DI		~ .	ool		_X_ Directo	r `	k all applicab	le) % Owner	
5775 MO	) REHOUSI	(First) E <b>DR</b> .	(Middle)	3. Date of 07/26/2			Transacti	on (Mont	th/Day/Y	(ear)		_X_ Officer	(give title below) Cha	Otlairman & CE	er (specify bel	ow)
SAN DIE	GO, CA 9	(Street) 2121-1714		4. If Am	endn	nent, l	Date Orig	inal Filed	d(Month/D	ay/Year)		_X_ Form file	al or Joint/Grou by One Reporting by More than One	Person		ne)
(City		(State)	(Zip)				Table I	- Non-D	erivativ	e Securiti	ies Acqu	ired, Dispo	sed of, or Ben	eficially Own	ed	
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)		on D	ate, it	(Instr. 8		(A) or	urities Acc Disposed 3, 4 and 5	of (D)	Owned For	(-)	•	Form:	7. Nature of Indirect Beneficial
				(Month	/Day	/Year	Code	e V	Amour	(A) or (D)	Price	(Instr. 3 an	d 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Stock		07/26/2004				M		14,00	0 A	\$ 3.38	15,230,0	11		I	by Trust
Common	Stock		07/26/2004				S(2)	1	34,00	0 D	\$ 70.42	15,196,0	11		I	by Trust
Common	Stock		07/26/2004				G(2)	)	4,750	D	\$ 0	15,191,2	61		I	by Trust
Common	Stock											68,039			I	By GRAT
Common	Stock											68,039			I	by Spouse
Reminder: R	Report on a se	eparate line for each	class of securities l	beneficial	ly ov	wned	directly o	r indirect	tly.							
								in th	is form	are not	require		n of informa nd unless th ol number.		ned SEC	1474 (9-02)
			Table II -							of, or Ben tible secu		Owned				
	2.	3. Transaction	3A. Deemed	4.		5. N	umber	6. Date	Exercisa	ble and	7. Titl	e and Amou		f 9. Number		11. Natu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year	Code		Secu Acq or D of (I	r. 3, 4,	(Month	on Date /Day/Ye		Securi	derlying ities 3 and 4)	Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction	Form o Derivat Security Direct ( or Indir	Ownersh y: (Instr. 4) D) ect
				Code	V	(A)	(D)	Date Exercisa		piration te	Title	Amo or Num of Share	per	(Instr. 4)	(Instr. 4	•)
Non- Qualified Stock Option (right to buy)	\$ 3.38	07/26/2004		М			14,000	(3)	01	/26/200.	5 Com Sto		00 \$ 0	375,417	, D	

#### **Reporting Owners**

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

## **Signatures**

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs	07/27/2004	4	4																										ļ	ļ	ļ	ļ	ļ	Ļ	ŀ	ŀ	Ļ	Ļ																	ļ	ļ	ļ	1	ļ	1	1	4	1	4	4	4	4	4	1	1	ŀ	ļ	ļ																					
**Signature of Reporting Person	Date	_		Ī																				 	 		 	 	 					_	Ī	Ī	Ī	_	 	 _	Ī	Ī	-		_	 _	_	 	_	 _	_	 	_	_																				_	_	_	 							İ		Ī	 	 Ī	Ī	Ī	Ī	Ī		Ī
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#### **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 at the rate of 20% on January 27, 1997, 20% on January 27, 1998, 20% on January 27, 1999, and 40% on January 27, 2000.

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.