FORM	4
------	---

Г

_
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

OMB APPROV	/AL
OMB Number:	3235-0287
Estimated average bur	den
hours per response	0.5

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				
5775 MOREHOUSE I	(First) DR.		3. Date of Earliest Transaction (Month/Day/Year) 01/18/2005						X_Officer (give title below)Other (specify below) Chairman & CEO			
SAN DIEGO, CA 921	(Street) 21-1714		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 - N	lon-D	erivative	Securiti	es Acqui	ired, Disposed of, or Beneficially Owne	d		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Common Stock		01/18/2005		М		40,000	А	\$ 2.83	29,211,951	I	by Trust (1)	
Common Stock		01/18/2005		S ⁽²⁾		47,000	D	\$ 41.88	29,164,951	Ι	by Trust (1)	
Common Stock									136,078	Ι	By GRAT	
Common Stock									136,078	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)														
	Conversion			Code	ion	of D Secu Acq or D of (I (Inst	Number 6. Date Exercisable and f Derivative Expiration Date ecurities (Month/Day/Year) ccquired (A) r r Disposed f (D) (nstr. 3, 4, nd 5)		7. Title and Amount of Underlying Securities		Security Securities (Instr. 5) Beneficially Owned Following Reported Transaction(s)		Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial Ownership	
				Code	v	(A)			Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Non- Qualified Stock Option (right to buy)	\$ 2.83	01/18/2005		М			40,000	07/12/1997 ⁽³⁾	07/11/2006	Common Stock	40,000	\$ 0	1,444,000	D	

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

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs

01/19/2005

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.