## FORM 4

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

OMB APPROVAL

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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).

(Print or Type Responses)

#### 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

	d Address of IRWIN M	Reporting Person*						or Tradii E [QCO		ool	5	5. Relationship X Director	•	k all applicab		
5775 MO	REHOUS	(First) E DR.	(Middle)	3. Date o 09/12/2			Transacti	on (Mont	h/Day/Y	ear)		X Officer (giv		oth nan of the Bo	er (specify beloard	ow)
SAN DIE	GO, CA 9	(Street) 2121-1714		4. If Ame	endm	nent, I	Oate Orig	inal Filed	(Month/Da	ay/Year)		5. Individual o X_Form filed by Form filed by	One Reporting		**	ne)
(City	7)	(State)	(Zip)				Table I	- Non-Do	erivativ	e Securiti	es Acquir	red, Disposed	of, or Bene	ficially Own	ed	
1.Title of So (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Dee Executionary (Month/	on D	ate, it	Code (Instr.	saction 3)	(A) or 1	rities Acq Disposed 6 3, 4 and 5)	of (D)	5. Amount of Owned Follov Transaction(s) (Instr. 3 and 4	ving Reporte	ed	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(11011111			Cod	e V	Amour	(A) or (D)	Price	(	,		or Indirect (I) (Instr. 4)	
Common	Stock		09/12/2005				M		40,00	0 A	\$ 2.83	26,264,345			I	by Trust
Common	Stock		09/12/2005				S(2	1	47,00	0 D	\$ 42.51	26,217,345			I	by Trust
Common	Stock											1,114,706			I	By GRAT
Common	Stock											1,114,706			I	by Spouse
		eparate line for each	Table II -					Perso in thi displ	ons wh s form ays a c	are not i	required valid ON	collection of to respond MB control n	unless the		ed SEC	1474 (9-02)
1 T:41£	<u></u>	2 T	24 Daniel		ts, ca					ible secur			0 D.: 6	0 Nh	£ 10	11 11-6-
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Code		of D Secu Acqu or D of (I	urities uired (A) isposed D) rr. 3, 4,	6. Date l Expiration (Month/	on Date		of Unde Securiti (Instr. 3	ies		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct ( or Indir	Ownersh y: (Instr. 4) (D) ect
				Code	V	(A)	(D)	Date Exercisa		oiration se	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4	4)
Non-												10n 40 000				

Other

Relationships

Chairman of the Board

Officer

10%

Owner

Director

X

## **Signatures**

JACOBS IRWIN M 5775 MOREHOUSE DR.

Reporting Owner Name / Address

SAN DIEGO, CA 92121-1714

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs	09/13/2005	5																																																		,																						
Signature of Reporting Person	Date																																												Ì									_	-	-																		
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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 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.