FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Typ												-							
	d Address of IRWIN M	Reporting Person *					d Ticker of INC/DE		_	ymbol	l	2	5. Relation X Direct	Ī		ng Person(s) all applicab		r	
5775 MO	REHOUSI	(First) E DR.		3. Date o		iest [Γransactio	on (Moi	nth/Da	ay/Yea	ar)		X Office	r (giv	e title below) Chairn	othe Bo		y below)	
SAN DIE	GO CA 9	(Street) 2121-1714		4. If Am	endme	ent, E	Date Origi	nal File	ed(Mor	th/Day/	Year)		X_ Form file	d by	One Reporting	p Filing(Check Person Reporting Person	**	ole Line)	
(City		(State)	(Zip)				Table I -	. Non-I	Deriv	ative S	Securitie	es Acqui	red Disno	sed.	of or Rene	ficially Own	ed		
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Dec Executi any (Month	on Da		3. Trans Code (Instr. 8	saction	4. S (A)	Securit or Di	ties Acqu sposed of 4 and 5)	uired of (D)	5. Amoun	t of soliton	Securities B ving Reporte	eneficially	6. Owner Form: Direct	ship of Be	Nature Indirect eneficial wnership
				(ivional	Биуг	r cur,	Code	· V	An	nount	(A) or (D)	Price	(msu. 3 u	iu 1,	,		or Indi (I) (Instr.	rect (Ir	estr. 4)
Common	Stock		09/26/2005				М		40	,000	A	\$ 2.83	26,250,3	45			I	by (1)	Trust
Common	Stock		09/26/2005				S ⁽²⁾		47	,000,	D	\$ 44.91	26,203,3	45			I	by (1)	Trust
Common	Stock												1,114,70	6			I	B ₁ G	y RAT
Common	Stock												1,114,70	6			I	by St	oouse
Reminder: R	Report on a se	eparate line for each	class of securities b	eneficial	lly ow	ned o	directly or	indire	ctly.										
								in tl	nis fo	rm a	re not r	equired		nd	unless the	ion contain form	ned :	SEC 147	74 (9-02)
			Table II -				ties Acqu						Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code	etion (5. No of Do Secu Acqu or Do of (E	umber erivative rities nired (A) isposed 0) r. 3, 4,	6. Date	Exer	cisabl ate	e and	7. Title of Undo Securiti		ınt		9. Number Derivative Securities Beneficially Owned Following Reported Transaction	Ow For Der Sec Dir or I	rm of rivative curity: ect (D) indirect	11. Natur of Indirec Beneficia Ownersh (Instr. 4)
				Code	V	(A)		Date Exercis	sable	Expir Date	ration	Title	Amo or Num of Shar	ber		(Instr. 4)	(Ins	str. 4)	
Non- Qualified Stock Option (right to buy)	\$ 2.83	09/26/2005		М			40,000	<u>(3</u>	<u>s)</u>	07/1	1/2006	Comn	non ck 40,0	000	\$ 0	4,000		D	

Reporting Owners

			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
JACOBS IRWIN M 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714	X		Chairman of the Board	

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs	09/27/2005	5	;																												,	,	,	,																		5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	5	,	,																									
**Signature of Reporting Person	Date	_																										-	 	 					 Ī	Ī	 		Ì			ı							 	_	_																			_	_	_	 				ı	Ì	ı	ı	ı	ı	ı			Ì	Ī	 Ī	Ī	Ī	Ì	l		
	J																																																																																													

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.