### 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).

#### 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	e Responses	)																	
	d Address of IRWIN M	Reporting Person*					nd Ticker INC/DI		_	-	l		_x_	Director	(Check		le) % Owne	r	
5775 MO	REHOUS	(First) E DR.	(Middle)	3. Date o 10/10/2			Transacti	on (Mor	nth/D	ay/Yea	ar)		X	Officer (give	e title below) Chairn	on of the Bo		eify below)	
		(Street)		4. If Ame	endn	nent,	Date Orig	inal File	ed(Mo	nth/Day/	Year)		_X_ F	orm filed by	One Reporting	p Filing(Chec Person Reporting Person		able Line)	
	GO, CA 9													niii iiica by r	viole man one i	excepting reiso	1		
(City	7)	(State)	(Zip)				Table I	- Non-I	Deriv	ative S	Securiti	es Acqu	ired,	Disposed	of, or Bene	ficially Owr	ed		
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Dee Execution any (Month)	on D	ate, i	(Instr. 8		(A	) or Di	ties Acq sposed ( 4 and 5)	of (D)	Own Tran				6. Owner Form Direc	ership of Be	Nature Indirect eneficial wnership
							Code	e V	Ar	nount	(A) or (D)	Price					or Inc (I) (Instr	`	astr. 4)
Common	Stock		10/10/2005				M		40	0,000	A	\$ 3.90	26,	190,046			I	by (1)	Trust
Common	Stock		10/10/2005				S(2)	1	47	7,000	D	\$ 43.80	26,1	143,046			I	by (1)	Trust
Common	Stock												1,1	14,706			I	By G	y RAT
Common	Stock												1,1	14,706			I	by Sp	oouse
Reminder: F	Report on a se	eparate line for each	class of securities b	peneficial	ly ov	wned	directly o	_	•	: who	respor	nd to th	e col	lection o	of informat	ion contai	ned	SEC 147	74 (9-02)
								in th	nis fo	orm a	re not r	require	d to r		unless the		icu	SEC 14	(4-02)
			Table II -				ities Acqı varrants,						Own	ed					
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 E Secu Acq or E of (I	tr. 3, 4,	(Month	tion I	Date		7. Titl of Und Securi (Instr.	derlyi ities	Ü	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction	O Fo D So D On	wnership orm of erivative ecurity: irect (D) Indirect	11. Naturo of Indirec Beneficia Ownershi (Instr. 4)
				Code	V	(A)	(D)	Date Exercis	sable	Expir Date	ration	Title		Amount or Number of Shares		(Instr. 4)	(I	nstr. 4)	
Non- Qualified Stock Option (right to buy)	\$ 3.90	10/10/2005		М			40,000	(3	)	11/1	3/2007	7 Com Sto		40,000	\$ 0	2,041,71	2	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	10/10/2005	5	5																																								,									5	5	5	5	5	5	5	,	,			,	5	,	5	,	5	,	5	5	5	5	5	5	5	5	5	5	5	5	,	5	,													l	l					,	,									
**Signature of Reporting Person	Date													-	 		Ī								_	_	_					Ī	Ī	 Ī	Ī	Ī	Ī	Ī	_	_	_	Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī	_										_	_																							_	_	_		Ì	Ì	Ì	Ī	Ī			Ì	Ī	Ī	Ì	Ì	ı	 Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī	Ī

#### **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 November 14, 1998.

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.