FORM 4

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

OMB APPROVAL

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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 *					nd Ticker INC/DI			bol			elationship Director		ng Person(s) to all applicable10%		
5775 MO	REHOUSI	(First) E DR.	(Middle)	3. Date o 12/19/2			Transacti	on (Mon	th/Day/	Year)		X	Officer (giv		othe Bo	er (specify belo ard	ow)
SAN DIE	GO, CA 9	(Street) 2121-1714		4. If Ame	endm	nent,	Date Orig	inal File	d(Month/I	Day/Year)		_X_ F	orm filed by	One Reporting	p Filing(Check Person Reporting Person	Applicable Li	ne)
(City)	(State)	(Zip)				Table I	- Non-D	erivativ	e Securi	ties Ac	quired,	Disposed	of, or Bene	ficially Own	ed	
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)		on D	ate, i	f Code (Instr.	saction 3)	(A) or	urities Ad Disposed 3, 4 and	d of (D	Owr Tran	ned Follow saction(s)		ed	Form:	7. Nature of Indirect Beneficial
				(Month/	Day	/ Y ear	Code	e V	Amou	(A) o		Ì	r. 3 and 4))		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Stock		12/19/2005				M		40,00	00 A	\$ 3.90	0 26,0	007,003			I	by Trust
Common	Stock		12/19/2005				S(2)	1	47,00	00 D	\$ 45.0	05 25,9	960,003			I	by Trust
Common	Stock											1,09	96,167			I	By GRAT
Common	Stock											1,09	96,167			I	by Spouse
Reminder: F	Report on a so	eparate line for each	class of securities	· Derivati	ive S	ecuri	ities Acq	Pers in th disp	sons wi is form lays a	are no currentl	t requ y valid	ired to i	espond control n	unless the	ion contain form	ed SEC	1474 (9-02)
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	tion	5. N of D Secu Acq or D of (I	urities uired (A) visposed O) tr. 3, 4,	6. Date Expirat (Month	Exercis ion Date /Day/Ye	able and ear)	7. 7 of Sec	Title and Underlyi curities str. 3 and	Ü		9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4)	Owners Form of Derivat Security Direct (or Indir	Beneficia Ownersh (Instr. 4)
Non- Qualified Stock Option (right to buy)	\$ 3.90	12/19/2005		Code	V	(A)	(D) 40,000	(3	11	/13/200	07 Cc	ommon Stock	Shares 40,000	\$ 0	1,641,71	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	12/19/2005	5																																																																											
-Signature of Reporting Person	Date	_																																															_	_	-		 	 			-												ı	Ì	Ì	Ì	Ì	ı			
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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 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.