FORM 4

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

OMB APPROVAL

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(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			mbol			. Relationsh _X_ Director	• •	ng Person(s) t k all applicab		
5775 MO	REHOUSI	(First) E DR.	(Middle)	3. Date of 12/27/2			Transacti	on (Mon	th/Day	/Year)			X Officer (g		nan of the Bo	er (specify bel	ow)
SAN DIE	GO, CA 9	(Street) 2121-1714		4. If Ame	endn	nent,	Date Orig	inal File	d(Month	/Day/Yea	ar)		X_ Form filed b	y One Reporting	p Filing(Check Person Reporting Person	• •	ne)
(City)	(State)	(Zip)				Table I	- Non-D	erivat	ive Sec	curitie	s Acquir	ed, Dispose	d of, or Bene	eficially Own	ed	
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)		on D	ate, i	3. Tran Code (Instr.		(A) c	curities or Dispo r. 3, 4 a	osed o	f (D)	Owned Follo Fransaction(ed	Form:	7. Nature of Indirect Beneficial Ownership
				(IVIOIIII/	Бау	/ I ea	Code	e V	Amo		A) or (D)	Price	Instr. 3 and	4)		Direct (D) or Indirect (I) (Instr. 4)	
Common	Stock		12/27/2005				M		40,0	000 A		\$ 3.90	26,000,00	3		I	by Trust
Common	Stock		12/27/2005				S(2)	1	47,0	000 D		\$ 44.27	25,953,00	3		I	by Trust
Common	Stock											1	1,096,167			I	By GRAT
Common	Stock											1	1,096,167			I	by Spouse
Reminder: F	Report on a se	eparate line for each	class of securities b	Derivati	ve S	ecur	ities Acqı	Pers in th disp uired, Di	sons v iis for lays a	m are a curre d of, or	not reently v	equired valid OM ficially O	to respond IB control	d unless the	tion contair e form	ned 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 I Sec Acc or I of (tr. 3, 4,	6. Date Expirati	Exerci ion Da	isable a te			es		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivat Securit Direct or India	Ownershi (y: (Instr. 4)
				Code	V	(A)	(D)	Date Exercis		Expirati Date	on	Title	Amour or Numbe of Shares		(Instr. 4)	(Instr.	4)
Non- Qualified Stock Option (right to buy)	\$ 3.90	12/27/2005		М			40,000	<u>(3</u>)	1	1/13/2	2007	Comm Stock	140 00	0 \$0	1,601,71	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	12/29/2005	5																																																																								
-Signature of Reporting Person	Date	_																																															-		 	 	 		-														ı	ı	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.