| FORM | 4 |
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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). |

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

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

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 Type Responses) | | | | | | | | | | | | |
|---|-----------------------------------|--|------------------|-------|---|--|--|----------------|----------------------------------|---|--|--|
| 1. Name and Address of Reporting Person [*] – JACOBS PAUL E | 2. Issuer Name and QUALCOMM II | | | 0 2 | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |
| (Last) (First) 5775 MOREHOUSE DR. | | 3. Date of Earliest Transaction (Month/Day/Year) 02/17/2006 | | | | | X Officer (give title below) Other (specify below) Chief Executive Officer | | | | | |
| (Street) SAN DIEGO, CA 92121-1714 | | 4. If Amendment, Da | ate Original | Filed | Month/Day/Y | r'ear) | 6. Individual or Joint/Group FilingCheck Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1.Title of Security 2. Transaction (Instr. 3) Date (Month/Day/Ye) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Transaction(s) | Ownership Form: | 7. Nature of Indirect Beneficial Ownership | | |
| | | (month) 2 dy roll) | Code | v | Amount | (A) or (D) | Price | | or Indirect (I) (Instr. 4) | | | |
| Common Stock | 02/17/2006 | | М | | 6,667 | А | \$ 17.47 | 8,711 | | by Trust (1) | | |
| Common Stock | 02/17/2006 | | М | | 31,333 | А | \$ 22.23 | 40,044 | | by Trust (1) | | |
| Common Stock | 02/17/2006 | | S ⁽²⁾ | | 38,000 | D | \$ 48.46 | 2,044 | | by Trust (1) | | |
| Common Stock | | | | | | | | 1,471,620 | D | | | |
| Common Stock | | | | | | | | 22,880 | | FBO children | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|---|--|--|---|------|---|---|---------------------------------|--|---|-----------------|--|--|--|----------------------------------|--|
| 1. Title of Derivative Security (Instr. 3) | Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | | 5. Number Derivative Securities Acquired Disposed (Instr. 3, | ve s l (A) or l of (D) | 6. Date Exer Expiration I (Month/Day | tion Date of Underlying n/Day/Year) Securities | | Derivative | Derivative Securities Beneficially Owned Following | Derivative Security: Direct (D) | Beneficial | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) | |
| Non- Qualified Stock Option (right to buy) | \$ 3.51 | 01/30/2006 | | G | v | 43,925 | | <u>(3)</u> | 07/16/2008 | Common Stock | 43,925 | \$ 0 | 43,925 | D | |
| Non- Qualified Stock Option (right to buy) | \$ 3.51 | 01/30/2006 | | G | v | 43,926 | | <u>(3)</u> | 07/16/2008 | Common Stock | 43,926 | \$ 0 | 87,851 | D | |
| Non- Qualified Stock Option (right to buy) | \$ 17.47 | 02/17/2006 | | М | | | 6,667 | <u>(4)</u> | 11/07/2012 | Common Stock | 6,667 | \$ 0 | 141,041 | D | |

| Non- Qualified Stock Option (right to buy) | \$ 22.23 | 02/17/2006 | М | 31,333 | <u>(4)</u> | 11/27/2013 | Common Stock | 31,333 | \$ 0 | 281,600 | D | |
|---|----------|------------|---|--------|------------|------------|-----------------|--------|------|---------|---|--------------|
| Non- Qualified Stock Option (right to buy) | \$ 17.47 | | | | <u>(4)</u> | 11/07/2012 | Common Stock | 1,041 | | 1,041 | Ι | by Spouse |

Reporting Owners

| | | | Relationships | |
|---|----------|--------------|-------------------------|-------|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
| JACOBS PAUL E 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714 | Х | | Chief Executive Officer | |

Signatures

| By: Noreen E. Burns, Attorney-in-Fact For: Paul E. Jacobs | 02/17/2006 |
|---|------------|
| **Signature of Reporting Person | Date |

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 Paul E. Jacobs and Stacy Jacobs Trustees for the Paul & Stacy Jacobs Family Trust dtd. 5/3/00.
- (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 17, 1999.
- (4) The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter. The option is fully vested five years after the date of grant.

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.