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).

(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		3		ationship Director		ng Person(s) all applicab			
5775 MO) REHOUSI	(First) E DR .	(Middle)	3. Date o 03/06/2			Transactio	on (Mor	nth/Day	//Yea	r)				e title below) Chairn		ner (specify b	elow)	
SAN DIE	GO, CA 92	(Street) 2121-1714		4. If Ame	endm	ent, l	Date Orig	inal File	ed(Month	n/Day/Y	Year)		_X_ For	rm filed by	One Reporting	p Filing(Check Person Reporting Person		Line)	
(City))	(State)	(Zip)				Table I	- Non-I	Derivat	tive S	ecuriti	ies Acquii	red, D	Disposed	of, or Bene	ficially Own	ed		
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Deer Execution any (Month/I	n Dat		(Instr. 8)		or Dis	posed	s Acqu d of (D and 5)	uired (A)	Own Trans		wing Report)	Beneficially ed	6. Ownershi Form: Direct (D	p of l Ber	Nature Indirect neficial
				(11101111111111111111111111111111111111			Code	V	Amou		A) or (D)	Price	(11101		,		or Indirect (I) (Instr. 4)		str. 4)
Common	Stock		03/06/2006				M		40,00	00 A	.	\$ 3.90	23,5	30,282			I	by (1)	Trust
Common	Stock		03/06/2006				S ⁽²⁾		47,00	00 E) [2	\$ 47.7746	23,4	183,282			I	by (1)	Trust
Common	Stock												2,09	06,167			I	By GI	RAT
Common	Stock												2,09	06,167			I	by Sp	ouse
Reminder: R	Report on a se	eparate line for each	r class of securities				<u> </u>	Pers in the disp	sons v his for plays a	m ar	e not rently	required valid Ol	l to re MB co	espond ontrol n	unless the	ion contail	ned SE	C 147	4 (9-02)
			Table II				ities Acqu varrants,					eficially (rities)	Owne	d	1				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	3A. Deemed Execution Date, if any (Month/Day/Year	Code		of E Seco Acq or E of (I	tr. 3, 4,	6. Date Expirat (Month	tion Da	ite	e and	7. Title of Undo Securiti (Instr. 3	erlyin; ies		8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	Owne Form Deriv Secur Direct or Ind	of ative ity:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercis		Expira Date	ation	Title		Amount or Number of Shares		(Instr. 4)	(Instr.	4)	
Non- Qualified Stock Option (right to buy)	\$ 3.90	03/06/2006		М			40,000	(3	3)	11/13	3/200	7 Comn Stoc		40,000	\$ 0	1,201,71	2 П)	

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	03/06/2006	6																																																																									
**Signature of Reporting Person	Date																																																		-	-		_	-															ı	ı	ı			
	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 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.