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		5	5. Rela _x_ d			ng Person(s) to all applicab		
5775 MO	REHOUSI	(First) E DR .	(Middle)	3. Date o 05/08/2		liest	Transactio	on (Mor	nth/Day	//Year)					e title below) Chairn	oth Oth	er (specify be	low)
SAN DIE	GO, CA 92	(Street) 2121-1714		4. If Ame	endme	ent, l	Date Orig	inal File	ed(Month	n/Day/Ye	ar)		_X_ Fori	n filed by	One Reporting	p Filing(Check Person Reporting Persor		ine)
(City))	(State)	(Zip)				Table I	- Non-I	Derivat	ive Se	curiti	ies Acquir	red, D	isposed	of, or Bene	ficially Own	ed	
1.Title of Se (Instr. 3)	ecurity		Date	2A. Deer Execution any (Month/I	n Dat		(Instr. 8)		or Dis		of (D)	nired (A)	Owne Trans		wing Report)	Beneficially ed		7. Nature of Indirect Beneficial Ownership
				(11101111111111111111111111111111111111			Code	V	Amou	int (A)		Price	(III)		,		or Indirect (I) (Instr. 4)	
Common	Stock		05/08/2006				M		40,00	00 A	\$	\$ 3.90	21,6	94,785			I	by Trust
Common	Stock		05/08/2006				S ⁽²⁾		47,00	00 D	\$ 5	§ 52.4026	21,6	47,785			I	by Trust
Common	Stock												2,89	4,899			I	By GRAT
Common	Stock												2,89	4,899			I	by Spouse
Reminder: R	Report on a se	eparate line for each	r class of securities l				, , , , , , , , , , , , , , , , , , ,	Pers in the disp	sons whis formula and a second control of the second control of th	m are	not i		l to re MB co	spond ontrol n	unless the	ion contair form	ed SEC	2 1474 (9-02)
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	4. Transac Code	ts, cal	Ils, v 5. N of E Seco Acq	warrants, Jumber Derivative urities juired (A) Disposed	6. Date Expirat	Exerci	ertible isable a te	secui		and A erlying	mount	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	Owner Form of Deriva Securit Direct	Beneficial Ownership (Instr. 4)
						(Ins and	tr. 3, 4, 5)									Reported Transaction (Instr. 4)	or Indi (I) (Instr.	
				Code	V	(A)	(D)	Date Exercis		Expirati Date	ion	Title	1	Amount or Number of Shares				,
Non- Qualified Stock Option (right to buy)	\$ 3.90	05/08/2006		М			40,000	(3	1	1/13/	/2007	7 Comm Stoc		10,000	\$ 0	841,712	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	05/10/2006	6	,																																																,	,	•	ó	6	ó	6	6	6	6	ó	ó	ó	•	•	,	,	,	,	,	,																			
**Signature of Reporting Person	Date	_																									-	-	-	 -	="	 	 	 Ì	Ì	Ì													 _	_	_																_	_	_	_	_										Ì	Ī	Ī	Ī	Ī	Ì	ı			

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.