## 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/DE			ibol			lationship Director		ng Person(s) to all applicable 10%		
5775 MO	REHOUS	(First) E DR.	(Middle)	3. Date o 06/05/2		est	Transactio	on (Mo	nth/Day/	Year)		_X_	Officer (giv	e title below) Chairn	oth of the Bo	er (specify beloard	ow)
SAN DIE	EGO, CA 9.	(Street) 2121-1714		4. If Ame	endme	nt, l	Date Origi	inal File	ed(Month/l	Day/Year)		_X_ Fo	orm filed by	One Reporting	p Filing(Check Person Reporting Person	Applicable Li	ne)
(City	7)	(State)	(Zip)				Table I	- Non-l	Derivati	ve Secur	ities Acqu	ired, l	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 Date		3. Transa Code (Instr. 8)		or Disp	rities Accorded of (3, 4 and 3		Owi Trai		wing Report )			7. Nature of Indirect Beneficial Ownership
				(WOHUI/I	Эау/ 1 (	ear)	Code	V	Amoun	(A) or (D)	Price	(IIIS	u. 3 and 4	••)			(Instr. 4)
Common	Stock		06/05/2006				М		40,000	0 A	\$ 3.90	21,	666,785	i		I	by Trust
Common	Stock		06/05/2006				S <sup>(2)</sup>		47,000	0 D	\$ 46.465	21,	619,785			I	by Trust
Common	Stock											2,8	94,899			I	By GRAT
Common	Stock											2,8	94,899			I	by Spouse
Reminder: F	Report on a se	eparate line for each	n class of securities  Table II	- Derivati	ive Se	curi	ities Acqu	Per in ti disp	sons w his forn plays a Disposed	n are no current of, or B	ot require ly valid C eneficially	d to r OMB o	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, it any (Month/Day/Year	4. Transac Code	etion (	5. N of D Secu Acq or D of (I	tr. 3, 4,	6. Date Expira	Exercis	able and	7. Titl of Un Secur	derlyii	Ü	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct ( or Indir	Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exerci	sable Da	xpiration ate	Title		Amount or Number of Shares		(Instr. 4)	(Instr. 4	9)
Non- Qualified Stock Option (right to buy)	\$ 3.90	06/05/2006		М			40,000	<u>(3</u>	3) 1	1/13/20	07 Com	mon ock	40,000	\$ 0	681,712	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	06/06/2006	6	5																																														)		)		•				)																						
**Signature of Reporting Person	Date																																				Ì				-				-			 _	_	_	_	_		_	 	_		_		-														="					
	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.