## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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).

#### 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 Ty	e Responses	)															
	d Address of IRWIN M	Reporting Person	<u>-</u>				nd Ticker INC/DE			nbol			Relationship  X Director		g Person(s) to all applicabl		
5775 MO	REHOUS	(First) E DR.	(Middle)	3. Date of 05/23/2		iest	Transactio	on (Mo	nth/Day	/Year)			X_Officer (give		Other nan of the Boa	r (specify belo	ow)
SAN DIE	EGO, CA 9	(Street) 2121-1714		4. If Ame	endme	nt, l	Date Origi	nal File	ed(Month	/Day/Year)			_ Form filed by	One Reporting	p Filing(Check Person Reporting Person	Applicable Li	ne)
(City	7)	(State)	(Zip)				Table I	- Non-l	Derivat	ive Secu	ities	Acquire	ed, Disposed	of, or Bene	ficially Owne	d	
1.Title of S (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date		3. Transa Code (Instr. 8)	ction	or Disp	posed of (	Ď)	(	5. Amount of Owned Follo Transaction(s (Instr. 3 and	wing Repor s)	ted [1		7. Nature of Indirect Beneficial Ownership
				`		ĺ	Code	V	Amou	(A) or (D)	P	Price	`		(	or Indirect I) Instr. 4)	(Instr. 4)
Common	Stock		05/23/2007				M		86,50	0 A	\$ 3	3.90	10,716,718	3	1		by Trust
Common	Stock		05/23/2007				S <sup>(2)</sup>		100,0	00 D	\$ 46.	.3682	10,616,718	3	1		by Trust
Common	Stock											,	7,940,902		]		By GRAT
Common	Stock											,	7,940,902				by GRAT S
Reminder: 1	Report on a se	eparate line for eac	h class of securities	beneficial	ly ow	ned	directly or	Per in t	sons w	m are n	ot rec	quired to	collection of respond B control n	unless the	ion contain form	ed SEC	1474 (9-02)
			Table II				ities Acqu varrants,						wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, i ) any (Month/Day/Year	Code	etion (	of E Seco Acq or E of (I	Derivative urities quired (A) Disposed D) tr. 3, 4,	Expira			S	7. Title at of Under Securities (Instr. 3 a	s		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(	Owners Form of Derivat Security Direct ( or Indir	Ownershi (Instr. 4)
				Code	V	(A)		Date Exerci	sable E	expiration Date	, 1	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4	)
Non- Qualified Stock Option	\$ 3.90	05/23/2007		М			86,500	<u>(</u> 4	<u>4)</u> 1	1/13/20	007	Commo Stock	186 200	\$ 0	335,712	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	05/24/2007	7																											,	7	7	7	7	7	7	,	,	,		,					7	7	7	7	7	7	,	7	7	7	,	7	,	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	7	,	7	,	,	7	7	,	7	7	7	,			,	,	,	1	,	,	7	7	7	7	7	,	7	7	7	7	7	7
**Signature of Reporting Person	Date	_																									Ì									_	_			_	_	,		Ī																																									_			_						Ī		Ī	Ī		Ī	Ī												

#### **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) Securities held by Joan Klein Jacobs, Trustee of the Joan Klein Jacobs's Grantor Retained Annuity Trust.
- (4) 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.