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 Type Responses)										
1. Name and Address of Reporting Person * JACOBS IRWIN M	2. Issuer Name and QUALCOMM II			<i>U</i> ,		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 5775 MOREHOUSE DR.		3. Date of Earliest Tr 03/28/2008	ransaction (N	Month	n/Day/Year))	X_ Officer (give title below) Other (specify below) Chairman of the Board			
(Street) SAN DIEGO, CA 92121-1714	4. If Amendment, Da	nte Original	Filed(Month/Day/Ye	ear)	6. Individual or Joint/Group Filing(Check _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		e)		
(City) (State)	(Zip)		Table I - N	on-D	erivative S	ecurities	Acqu	ired, Disposed of, or Beneficially Own	ed	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form:	Beneficial
			Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/28/2008		J <u>(1)</u>		219,387	D	\$ 0	7,471,166	I	by GRAT S
Common Stock	03/28/2008		J(1)		219,387	A	\$ 0	11,094,481	I	by Trust
Common Stock								7,471,166	I	By GRAT
Pamindar Panart on a senarate line for each	class of sacurities be	anaficially owned dir	actly or indi	ectly						

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion		if Transaction Code (Instr. 8)		5. No of D Securation Securation of D of (I	erivative arities uired (A) isposed D) er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Non- Qualified Stock Option (right to buy)	\$ 3.51	03/11/2008	G	V		13,538	<u>(4)</u>	07/16/2008	Common Stock	13,538	\$ 0	133,690		by Trust 3 (5)
Non- Qualified Stock Option (right to buy)	\$ 3.51	03/11/2008	G	V		6,770	<u>(4)</u>	07/16/2008	Common Stock	6,770	\$ 0	126,920	T	by Trust 3 (5)
Non- Qualified Stock Option (right to buy)	\$ 3.51	03/11/2008	G	V		6,770	<u>(4)</u>	07/16/2008	Common Stock	6,770	\$ 0	120,150		by Trust 3 (5)
Non- Qualified Stock Option (right to buy)	\$ 3.51	03/11/2008	G	V		13,540	(4)	07/16/2008	Common Stock	13,540	\$ 0	79,350		by Trust 3 (6)

Non- Qualified Stock Option (right to buy)	\$ 3.51	03/11/2008	G	V	6,769	(4)	07/16/2008	Common Stock	6,769	\$ 0	72,581		by Trust 3 (6)
Non- Qualified Stock Option (right to buy)	\$ 3.51	03/11/2008	G	V	6,769	<u>(4)</u>	07/16/2008	Common Stock	6,769	\$ 0	65,812		by Trust 3 (6)
Non- Qualified Stock Option (right to buy)	\$ 3.51					(4)	07/16/2008	Common Stock	2,845,308		2,845,308	D	
Non- Qualified Stock Option (right to buy)	\$ 3.51					(4)	07/16/2008	Common Stock	869,968		869,968	I	by Spouse

Reporting Owners

			Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
JACOBS IRWIN M									
5775 MOREHOUSE DR.	X		Chairman of the Board						
SAN DIEGO, CA 92121-1714									

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs	04/01/2008		
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).
- $\textbf{(1)} \ \ This \ transaction \ represents \ the \ distribution \ of \ shares \ from \ Mrs. \ Jacobs' \ GRAT \ to \ the \ Jacobs \ Family \ Trust.$
- $\textbf{(2)} \ \ \textbf{Securities held by Joan Klein Jacobs}, \textbf{Trustee of the Joan Klein Jacobs'} \ \ \textbf{Grantor Retained Annuity Trust}.$
- (3) 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.
- (4) 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.
- (5) Stock options held by Nicholas S. Oliva, Trustee of the Irwin Mark Jacobs' Grantor Retained Annuity Trust.
- (6) Stock options held by Nicholas S. Oliva, Trustee of the Joan Klein Jacobs' Grantor Retained Annuity Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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