| FORM | 4 |
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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).     |
|                       |

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

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#### 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<br>STERN MARC I | 2. Issuer Name and QUALCOMM II |  |  | <b>·</b> · | l | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>_X_Director10% Owner |                          |   |                    |  |                         |  |
| (Last)<br>5775 MOREHOUS                | (First)<br>E DR.               |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/03/2009                   |            |   |  |                          | Officer (give title below)O   | ther (specify belo | ow)  |                         |  |
|  | (Street)                       |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |            |   |  |                          | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |                    |  |                         |  |
| SAN DIEGO, CA 92121-1714               |                                |  |  |            |   |  |                          |   |                    |  |                         |  |
| (City)                                 | (State)                        | (Zip)                                      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |            |   |  |                          |   |                    |  |                         |  |
| 1.Title of Security<br>(Instr. 3)      |                                | 2. Transaction<br>Date<br>(Month/Day/Year) | Execution Date, if any   |            |   | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)                 | 6.<br>Ownership<br>Form: | Beneficial  |                    |  |                         |  |
|  |                                |  | (Month/Day/Year)   | Code       | v | Amount   | (A) or<br>(D)            | Price   | (Instr. 3 and 4)   | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

|   | (e.g., puts, calls, warrants, options, convertible securities)        |                          |  |  |   |            |                |                             |                    |                                      |  |   |            |            |  |
|---|---|--------------------------|--|--|---|------------|----------------|-----------------------------|--------------------|--------------------------------------|--|---|------------|------------|--|
| Derivative<br>Security                                    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date<br>(Month/Day/Year) |  | Transaction of Derivative<br>Code Securities |   | (Month/Day | Date<br>/Year) | of Underlying<br>Securities |                    | Derivative<br>Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) | Beneficial |            |  |
|   |   |                          |  | Code   | v | (A)        | (D)            | Exercisable                 | Expiration<br>Date | Title                                | Amount<br>or<br>Number<br>of<br>Shares   |   | (Instr. 4) | (Instr. 4) |  |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$ 33.45  | 03/03/2009               |  | А  |   | 14,000     |                | Ш                           | 03/02/2019         | Common<br>Stock                      | 14,000   | \$ 0  | 14,000     | D          |  |

## **Reporting Owners**

|  | Relationships |              |         |       |  |  |  |  |
|--|---------------|--------------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address                                 | Director      | 10%<br>Owner | Officer | Other |  |  |  |  |
| STERN MARC I<br>5775 MOREHOUSE DR.<br>SAN DIEGO, CA 92121-1714 | Х             |              |         |       |  |  |  |  |

### Signatures

| By: Noreen E. Burns, Attorney-in-Fact For: Marc I. Stern | 03/05/2009 |  |
|--|------------|--|
| **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).
- (1) The options vest 100% one year from the date of grant.

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.