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

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden 0.5 hours per response...

longer subject to Section 16. Form 4 or Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may 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   | be Responses  | )  |   |                                    |          |  |                                  |                 |  |                  |               |  |   |  |   |   |
|---|---|--|---|------------------------------------|----------|--|----------------------------------|-----------------|--|------------------|---------------|--|---|--|---|---|
|   | d Address of<br>IRWIN M   | Reporting Person *                         |   |                                    |          |  | nd Ticker o<br>INC/DE            |                 |  | 01               | 5             | 5. Relationship of X_ Director   |   | all applicable   |   |   |
| 5775 MO   | REHOUS  | (First)<br>E DR.                           | (Middle)  | 3. Date 11/14                      |          |  | Transaction                      | (Mor            | nth/Day/Ye                             | ear)             | =             | Officer (give tit  | le below)   | Othe   | r (specify belov                                | w)  |
| SAN DIE   | EGO. CA 9   | (Street)<br>2121-1714                      |   | 4. If A                            | mendn    | ment,  | Date Origin                      | al File         | d(Month/Day                            | /Year)           |               | 6. Individual or Jo<br>X_Form filed by One<br>Form filed by Mon        | Reporting Per                                       | rson   | pplicable Line)                                 |   |
| (Cit  |   | (State)                                    | (Zip)   |                                    |          |  | Table l                          | í - Noi         | 1-Derivati                             | ve Securi        | ties Acquir   | red, Disposed of   | or Benefic  | ially Owned  | <u> </u>  |   |
| 1.Title of South                                    | ecurity   |  | 2. Transaction<br>Date<br>(Month/Day/Year)                  | 2A. De<br>Executi<br>any<br>(Month | ion Da   | ,  | 3. Transac<br>Code<br>(Instr. 8) | tion            | 4. Securit<br>Disposed<br>(Instr. 3,   | of (D)           | red (A) or    | 5. Amount of So<br>Owned Followi<br>Transaction(s)<br>(Instr. 3 and 4) |   |  | 6.<br>Ownership<br>Form:<br>Direct (D)          | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|   |   |  |   |                                    | ,        | ,  | Code                             | V               | Amoun                                  | (A)<br>or<br>(D) | Price         | ,  |   |  | or Indirect (I) (Instr. 4)                      |   |
| Common  | Stock   |  | 11/10/2011  |                                    |          |  | G                                | V               | 90,195.                                | 00 D             | \$ 0          | 3,400,191.00   | •   |  | I   | by Trust  |
| Common  | Stock   |  | 11/14/2011  |                                    |          |  | M <sup>(2)</sup>                 |                 | 12,500.                                | 00 A             | \$ 17.47      | 3,412,691.00   |   |  | I   | by Trust  |
| Common  | Stock   |  | 11/14/2011  |                                    |          |  | S <sup>(2)</sup>                 |                 | 12,500.                                | 00 D             | \$<br>56.5714 | 3,400,191.00   | 1   |  | I   | by Trust  |
| Common  | Stock   |  |   |                                    |          |  |                                  |                 |  |                  |               | 3,877.354  |   |  | D   |   |
| Common  | Stock   |  |   |                                    |          |  |                                  |                 |  |                  |               | 7,865,251.00   | •   |  | I   | By<br>GRAT  |
| Common  | Stock   |  |   |                                    |          |  |                                  |                 |  |                  |               | 7,865,251.00   | )   |  | I   | by<br>GRAT S  |
| Reminder: 1   | Report on a se  | eparate line for each                      | class of securities be                                      | eneficial                          | ly own   | ned di   | rectly or ind                    | Pe<br>thi       | rsons wh<br>s form ar                  | e not re         |               | collection of in<br>respond unless<br>number.                          |   |  |   | 2 1474 (9-02)                                       |
|   |   |  | Table l   |                                    |          |  | rities Acqu<br>warrants,         |                 |  |                  |               | wned   |   |  |   |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transac<br>Code              | tion S A | Seriva<br>Securi<br>Acquii<br>Dispos<br>Instr. | nber of<br>tive                  | 6. Dat<br>Expir | te Exercisa<br>ation Date<br>th/Day/Ye | ble and          | 7. Title a    | and Amount of<br>ing Securities<br>and 4)                              | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Owners Form o Derivat Securit Direct ( or Indir | Ownersh<br>y: (Instr. 4)                            |
|   |   |  |   | Code                               | V (4     | A)   | (D)                              | Date<br>Exerc   | isable Exp                             | piration<br>te   | Title         | Amount or<br>Number of<br>Shares                                       |   | Transaction<br>(Instr. 4)                                    | (I)<br>(Instr. 4                                | 1)  |
|   |   |  |   |                                    |          | /  | ` '                              |                 |  |                  |               |  |   |  |   |   |

## Reporting Owners

|  |          | Relationsl   | nips    |       |
|--|----------|--------------|---------|-------|
| Reporting Owner Name / Address                                   | Director | 10%<br>Owner | Officer | Other |
| JACOBS IRWIN M<br>5775 MOREHOUSE DR.<br>SAN DIEGO, CA 92121-1714 | X        |              |         |       |

## **Signatures**

| By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs | 11/16/2011 | 1 | 1 |  |  |  |  |  |  |  |  |  |  |
|--|------------|---|---|--|--|--|--|--|--|--|--|--|--|
| **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) 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 transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) The sale prices for this transaction ranged from \$56.4501 to \$56.604. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (4) Stock options held by Nicholas S. Oliva, Trustee of the Irwin Mark Jacobs' Grantor Retained Annuity Trust.
- (5) Stock options held by Nicholas S. Oliva, Trustee of the Joan Klein Jacobs' Grantor Retained Annuity Trust.
- (6) The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter. The option is fully vested five years after 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.