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

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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 Typ	e Responses	)										1					
	d Address of IRWIN M	Reporting Person*					nd Ticker o INC/DE			nbol		5	. Relationship of _X_ Director	(Check	all applicable	e) Owner	
5775 MO	) REHOUSI	(First) E DR.	(Middle)	3. Date 02/06			Transaction	(Mon	th/Day/	Year)		-	Officer (give tit	le below)	Othe	(specify below	v)
SAN DIE	GO. CA 9	(Street) 2121-1714		4. If Aı	mend	dment,	Date Origin	al File	d(Month/l	Day/Yea	r)		. Individual or Jo X_Form filed by Ono _Form filed by Mor	Reporting Per	son	oplicable Line)	
(City		(State)	(Zip)				Table 1	l - Nor	ı-Deriv	ative S	ecurit	ies Acquir	ed, Disposed of,	or Benefic	ially Owned		
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)		ion E	Date, if	(Instr. 8)	tion	4. Secu Dispos (Instr. 1	sed of (	D)	ed (A) or	5. Amount of Se Owned Followin Transaction(s)			6. Ownership Form:	Beneficial
				(Month/Day/Year			Code	V	V Amount (A) or (D)		Price	0			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock 02/01/2012					G <u>(1)</u>	V	27,83	8.00	D	\$ 0	4,175,659.00	)		I	by Trust		
Common Stock		02/06/2012			М			12,50	00.00	A	\$ 17.47	4,188,159.00			I	by Trust	
Common Stock		02/06/2012				S <sup>(1)</sup>		12,50	00.00	D	\$ 60.8623	4,175,659.00			I	by Trust	
Common	Common Stock								4,374.1729		D		D				
Common Stock											7,229,339.00			I	By GRAT		
Common Stock												7,229,339.00			I	by GRAT S	
Reminder: F	Report on a se	eparate line for each	class of securities be		-			Per this cur	rsons v s form rrently	are no valid	ot req OMB	uired to r control n				in SEC	1474 (9-02)
			Table l				rities Acqu warrants,						vned				
Derivative Security Conversion Date Executive Or Exercise (Month/Day/Year) any		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	)	Deriva Securi Acqui Dispo	ative	Expiration Date U			Underlyii			9. Number of Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct o	ive Ownership y: (Instr. 4)		
				Code	v	(A)		Date Exerc	isable I	Expirat Date	ion	Title	Amount or Number of Shares		Transaction (Instr. 4)	(s) (I) (Instr. 4	4)
Non- Qualified Stock Option (right to buy)	\$ 17.47	02/06/2012		M		1	2,500.00	Ĺ	<u>6</u> )	11/07	/2012	Commo	11/500.00	\$ 0	218,762.0	00 D	

## **Reporting Owners**

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

# **Signatures**

By: Noreen E. Burns, Attorney-in-Fact For: Irwin M. Jacobs	02/08/2012
**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 transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (2) 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.
- (3) The sale prices for this transaction ranged from \$60.8150 to \$60.8950. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (4) Securities 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.