#### 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. Name and JACOBS		Reporting Person *					and Ticker of INC/DE			mbol		5	. Relationship of _X_ Director	(Check	all applicable		
5775 MO		(First) E DR.	(Middle)	3. Date 02/27			Transaction	(Mon	th/Day	//Year)		-	Officer (give titl	le below)	Other	(specify below	v)
SAN DIE	GO. CA 9	(Street) 2121-1714		4. If Aı	meno	dment,	Date Origin	al File	d(Month	n/Day/Year)			o. Individual or Jo X_Form filed by One Form filed by Mor	Reporting Per	son	pplicable Line)	
(City		(State)	(Zip)				Table l	I - Non	-Deri	vative Se	curitie	es Acquir	ed, Disposed of,	or Benefic	ially Owned		
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)		ion I	Date, it	(Instr. 8)	etion	Dispo	curities A osed of (I c. 3, 4 and	)	, ,	5. Amount of Se Owned Followir Transaction(s)		,	6. Ownership Form:	Beneficial
				(Month	ı/Da	y/ Y ear	Code	v	Ar	nount	(A) or (D)	Price	(Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Stock		02/27/2012				G <sup>(1)</sup>	V	500,	00.00	A	\$ 0	7,729,339.00			I	by GRAT S
Common	Stock		02/27/2012				G <sup>(1)</sup>	V	500,	00.00	D	\$ 0	3,136,406.00			I	by Trust
Common	Stock		02/27/2012				M		12,5	00.00	A	\$ 17.47	3,148,906.00			I	by Trust
Common	Stock		02/27/2012				S <sup>(4)</sup>		12,5	00.00	D	\$ 62.90	3,136,406.00			I	by Trust
Common	Stock												16,874.1729			D	
Common	Stock												7,729,339.00			I	By GRAT (5)
Reminder: F	Report on a se	eparate line for each	class of securities be				irectly or inc	Per this cur	rsons s form rently	n are no y valid C	t requ	ired to r control n				in SEC	1474 (9-02)
	l.	I	· · · · · · · · · · · · · · · · · · ·	(e.g.,		s, calls	, warrants,	option	s, con	vertible s	securit	ties)				a.l.a	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transac Code (Instr. 8		Deriv Secur Acqui Dispo	ative	6. Dat Expira (Mont	ation [		nd		nd Amount of ng Securities and 4)	8. Price of Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct ( or Indir	Ownershi y: (Instr. 4)
				Code	V	(A)		Date Exerci	isable	Expiration Date	on	Title	Amount or Number of Shares		Transaction (Instr. 4)	(S) (I) (Instr. 4	)
Non- Qualified Stock Option (right to buy)	\$ 17.47	02/27/2012		М		1	2,500.00	Ĺ	<u>6)</u>	11/07/2	2012	Commo Stock	117.500.00	\$ 0	181,262.0	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	02/28/2012	12	2	2	2																					,	,				,	,	2	,		,	2	2	,		,		,	,			2	,	2	2	2		12	12	2	2	2	)		,		2			2	2	2	2	,		,					,	2	2	,	,	,	2	2	,		,			2		)	,				2			2	2	2					2		)
Signature of Reporting Person	Date		Γ													•		•		•	•				•	_	_	_		-,	_			_	 •	_			_	-,	Ī	Ī		Ī	-,	 -,	Ī	Ī	Ī	Ī		Ì							-,	_	Ì		Ī	.,						_		_		 -,					_	_				_		 	_	 •		Ī	Ī	_	_	Ī	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) Gift to Spouse's Grantor Retained Annuity Trust (GRAT) who shares reporting person's household. The reporting person disclaims beneficial ownership of the shares held by Mrs. Jacobs' GRAT, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
- (2) Securities held by Nicholas S. Oliva, Trustee of the Joan Klein Jacobs' 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) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (5) Securities held by Nicholas S. Oliva, Trustee of the Irwin Mark 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.