

QUALCOMM INC/DE
Form 4
May 05, 2015

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GROB MATTHEW S

(Last) (First) (Middle)
5775 MOREHOUSE DR.

(Street)

SAN DIEGO, CA 92121-1714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUALCOMM INC/DE [QCOM]

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Qualcomm Technologies Inc

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/04/2015		M	2,000 A \$ 41.36	48,596	I	by Trust (1)
Common Stock	05/04/2015		S(2)	2,000 D \$ 68.45	46,596	I	by Trust (1)
Common Stock	05/05/2015		M	9,760 A \$ 0	56,356	I	by Trust (1)
Common Stock	05/05/2015		F	3,711 D \$ 68.37	52,645	I	by Trust (1)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Date Exercisable	Expiration Date
Non-Qualified Stock Option (right to buy)	\$ 41.36	05/04/2015		M	2,000	(3)	04/23/2019	
Restricted Stock Unit	(4)	05/03/2015(5)		A	48,800.005(6)	(7)	05/05/2019(7)	
Restricted Stock Unit (8)	(4)	05/05/2015		M	9,760.001	(7)	05/05/2019(7)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROB MATTHEW S 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714			EVP, Qualcomm Technologies Inc	

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Matthew S. Grob
Date: 05/05/2015

__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 Matthew Grob and Dawn Grob Trustees for the Matthew and Dawn Grob Trust dtd. 8/26/1999.
- (2) The transaction was conducted under a Rule 10b5-1 trading plan.
- (3) 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.
- (4) Each Restricted Stock Unit is the economic equivalent of one share of Qualcomm common stock and is converted into common stock upon vesting.

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- (5) These Restricted Stock Units were granted subject to performance vesting and service vesting requirements. On May 3, 2015, the Compensation Committee certified that the performance vesting conditions were satisfied.

- (6) These Restricted Stock Units include an initial grant of 47,700 Restricted Stock Units, plus dividend equivalents accrued through the transaction date in the form of additional Restricted Stock Units that vest and are paid at the same time and in the same manner as the underlying Restricted Stock Units.

- (7) The Restricted Stock Units (and allocable dividend equivalents) vest in equal one-fifth amounts on May 5, 2015, 2016, 2017, 2018 and 2019.

- (8) Beneficial holdings reflected on this report do not include changes in the reporting person's holdings of securities resulting from participation in the issuer's qualified employee stock plan since the last filing of a report disclosing transactions related to such participation

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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