

QUALCOMM INC/DE

Form 4

May 05, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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
____X____ Officer (give title ____ Other (specify
below) below)

EVP, Qualcomm Technologies Inc

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/04/2015		M	V Amount (A) or (D) Price 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	8. Transaction Type
				Code	V	(A)	(D)		
Non-Qualified Stock Option (right to buy)	\$ 41.36	05/04/2015		M		2,000	(3)	04/23/2019	C
Restricted Stock Unit	(4)	05/03/2015(5)		A	48,800.005(6)	(7)	(7)	05/05/2019(7)	C
Restricted Stock Unit (8)	(4)	05/05/2015		M	9,760.001	(7)	(7)	05/05/2019(7)	C

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

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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