

Rosenberg Donald J
 Form 4
 May 08, 2018

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 *
 Rosenberg Donald J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

SAN DIEGO, CA 92121-1714

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/05/2018		M		17,839 A \$ 0	17,839	D
Common Stock	05/05/2018		F		6,169 D \$ 52.49	11,670	D
Common Stock						3,694	I By GRAT
Common Stock						3,694	I by GRAT S ⁽¹⁾
Common Stock						14,844	I by Trust ⁽²⁾

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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. Un
				Code V	(A) (D)	Date Exercisable Expiration Date	TI
Restricted Stock Unit	(3)	05/05/2018		M	17,839.7504	(4) 05/05/2019(4)	C
Restricted Stock Unit	(3)	05/06/2018(5)		A	40,537.8709(6)	(7) 11/20/2020(7)	C

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberg Donald J 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714			EVP & General Counsel	

Signatures

By: David Zuckerman, Attorney-in-Fact For: Donald J. Rosenberg
Date: 05/07/2018

__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 Mark Lindsay, Trustee of the Stacy K. Rosenberg Qualcomm Annuity Trust.
- (2) Securities held by Donald J. Rosenberg and Stacy K. Rosenberg, Trustees of the Rosenberg Family Trust dated October 18, 2011.
- (3) Each Restricted Stock Unit is the economic equivalent of one share of Qualcomm common stock and is converted into common stock upon vesting.
- (4) The Restricted Stock Units (and allocable dividend equivalents) vest in equal one-fifth amounts on May 5, 2015, 2016, 2017, 2018 and 2019.
- (5) These Restricted Stock Units were granted subject to performance vesting and service vesting requirements. On May 6, 2018, the Compensation Committee certified that the performance vesting conditions were satisfied.
- (6)

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These Restricted Stock Units include an initial grant of 39,785 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-third amounts on November 20, 2018, 2019 and 2020.

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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