

QUALCOMM INC/DE
Form 4
November 21, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STERLING MICHELLE M

(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)
11/20/2016

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, Human Resources

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/20/2016		M		3,349	A	\$ 0	11,245	I	by Trust <u>(1)</u>
Common Stock	11/20/2016		M		2,243	A	\$ 0	13,488	I	by Trust <u>(1)</u>
Common Stock	11/20/2016		M		1,888	A	\$ 0	15,376	I	by Trust <u>(1)</u>
Common Stock	11/20/2016		M		1,613	A	\$ 0	16,989	I	by Trust <u>(1)</u>
Common Stock	11/20/2016		F		4,205	D	\$ 67.31	12,784	I	by Trust <u>(1)</u>

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Common Stock 11/21/2016 S⁽²⁾ 9,810 D \$ 66.5258 2,974 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. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Unit	(4)	11/20/2016		M	1,613.7136	(5)	11/20/2016(5)	Common Stock	1
Restricted Stock Unit	(4)	11/20/2016		M	1,888.0206	(6)	11/20/2017(6)	Common Stock	1
Restricted Stock Unit	(4)	11/20/2016		M	3,349.2764	(7)	11/20/2018(7)	Common Stock	3
Restricted Stock Unit	(4)	11/20/2016		M	2,243.5792	(7)	11/20/2018(7)	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERLING MICHELLE M 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714			EVP, Human Resources	

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Michelle M. Sterling 11/21/2016

__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 Michelle Marie Sterling, TTEE of the Michelle Marie Sterling Trust DTD 11/26/2008.
- (2) The transaction was conducted under a Rule 10b5-1 trading plan.
- (3) The sale prices for this transaction ranged from \$66.20 to \$67.11. The filer hereby agrees to provide, upon request, full information regarding the number of shares sold at each separate price.
- (4) Each Restricted Stock Unit is the economic equivalent of one share of Qualcomm common stock and is converted into common stock upon vesting.
- (5) The Restricted Stock Units (and allocable dividend equivalents) vest in equal one-third amounts on November 20, 2014, 2015 and 2016.
- (6) The Restricted Stock Units (and allocable dividend equivalents) vest in equal one-third amounts on November 20, 2015, 2016 and 2017.
- (7) The Restricted Stock Units (and allocable dividend equivalents) vest in equal one-third amounts on November 20, 2016, 2017 and 2018.

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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