QUALCOMM INC/DE
Form 4
March 23, 2005

FORM 4

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

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

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 *
THORNLEY ANTHONY 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)
03/23/2005

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 below) _____ Other (specify below)
President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/23/2005		M		2,667	A	$ 19.2	20,235	I	by Trust (1)
Common Stock	03/23/2005		M		22,333	A	$ 23.78	42,568	I	by Trust (1)
Common Stock	03/23/2005		S (2)		25,000	D	$ 35.93	17,568	I	by Trust (1)
Common Stock								6,273	I	FBO children (3)

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

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SEC 1474 (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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	$ 19.2	03/23/2005		M			2,667	(4)	04/18/2012	Common Stock	2,6
Non-Qualified Stock Option (right to buy)	$ 23.78	03/23/2005		M			22,333	(5)	09/27/2011	Common Stock	22,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNLEY ANTHONY S 5775 MOREHOUSE DR. SAN DIEGO, CA 92121-1714			President	

Signatures

By: Lisa V. Murzic, Attorney-in-Fact For: Anthony S. Thornley	03/23/2005
**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 Anthony Thornley and Gillian Thornley as trustees for the Thornley Family Trust dtd. 03/10/00.

(2) The disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

(3) These shares are held by the insider's sons, Christian A. Thornley, Alexander N. Thornley, and Warren T. Thornley, who reside at the insider's residence. The insider disclaims all beneficial ownership in all such shares. This also reflects exempt shares purchased by Christian A. Thornley pursuant to the issuer's Employee Stock Purchase Plan.

(4) The options vest as to 10% of the total shares granted on October 19, 2002 and as to 1/60th of the total shares granted on each monthly anniversary beginning on November 19, 2002.

(5) The options vest as to 10% of the total shares granted on March 28, 2002 and as to 1/60th of the total shares granted on each monthly anniversary beginning on April 28, 2002.

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. ZE="2" COLOR="#000000">• their responsibility under generally accepted auditing standards,

- significant accounting policies,
- management judgments and estimates,
- any significant audit adjustments,
- any disagreements with management, and
- any difficulties encountered in performing the audit.

The Audit Committee also discussed with KPMG LLP their independence, and KPMG LLP provided the Audit Committee with written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) to the effect that, in their professional judgment, KPMG LLP is independent of the Company within meaning of the federal securities laws. When considering KPMG LLP s independence, the Audit Committee discussed whether KPMG LLP s provision of services to the Company beyond those rendered in connection with their audit and review of the Company s consolidated financial statements was compatible with maintaining their independence. The Audit Committee also reviewed, among other things, the amount of fees paid to KPMG LLP for audit and non-audit services.

Based on the Audit Committee s review and these meetings, discussions and reports, and subject to the limitations of the Audit Committee s role and responsibilities referred to above and in the Audit Committee Charter, the Audit Committee recommended to the Board that the Company s audited consolidated financial statements for the year ended December 31, 2002 be included in the Company s Annual Report on Form 10-K.

Audit Committee for 2002

Eugene F. Hovanec, Chairman

George Gu

John Buckett

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Principal Accounting Firm Fees

The Company incurred the following fees for services performed by the Company s principal accounting firms in fiscal 2002. Arthur Andersen LLP was the Company s principal accounting firm until June 24, 2002 when it was dismissed and subsequently replaced by KPMG LLP on July 23, 2002. See Change in Independent Public Accountants below.

Audit Fees	$	115,905[(1)]
Financial Information		
Systems Design and Implementation Fees	$	
All Other Fees	$	
Total	$	115,905

(1) Represents (i) $84,840 for the audit of the Company s annual financial statements for the fiscal year ended December 31, 2002 by KPMG LLP, (ii) $26,090 for the reviews of the financial statements included in the Company s Forms 10-Q for the fiscal year ended December 31, 2002 by KPMG LLP, and (iii) $4,975 for the review of the financial statements included in the Company s first quarter Form 10-Q for 2002 by Arthur Andersen LLP.

Change in Independent Public Accountants

On June 24, 2002, the Board of Directors, with the approval of its Audit Committee, approved the dismissal of the Company s independent public accountants, Arthur Andersen LLP. Arthur Andersen LLP s reports on the Company s financial statements for each of the last two fiscal years did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the Company s two most recent fiscal years and during the subsequent interim period through the date of dismissal, June 24, 2002, there have not been any disagreements between the Company and Arthur Andersen LLP on any matters of accounting principles or practices, financial statement disclosure or auditing scope or procedure, or any reportable events as defined under Item 304(a)(1)(v) of Regulation S-K promulgated by the Securities and Exchange Commission.

On July 23, 2002, the Board of Directors, with the approval of its Audit Committee, engaged the firm of KPMG LLP to be the Company s independent public accountants. The Company did not consult KPMG LLP at any time prior to July 23, 2002 with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company s financial statements, or concerning any disagreement or reportable event with Arthur Andersen LLP.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL

OWNERS AND MANAGEMENT

The following table sets forth information as of March 15, 2003 with respect to the beneficial ownership of the Common Stock by each person, or group of affiliated persons, who is known by us to be the beneficial owner of more than five percent of the Common Stock; each of the directors and the nominees for director; each of the named executive officers; and all of the Company s named executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of Common Stock issuable on exercise of currently exercisable or convertible securities or securities exercisable or convertible within 60 days of March 15,

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2003 are deemed beneficially owned and outstanding for computing the percentage owned by the person holding such securities, but are not considered outstanding for purposes of computing the percentage of any other person. Except as otherwise noted, the address for each stockholder named below is: c/o Interlink Electronics, 546 Flynn Road, Camarillo, CA 93012.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent Of Class
E. Michael Thoben, III	848,164(2)	8.0%
George Gu	324,899(3)	3.3%
Paul D. Meyer	321,125(4)	3.2%
Michael W. Ambrose	161,189(5)	1.6%
Eugene F. Hovanec	102,884(6)	1.0%
Merritt M. Lutz	76,750(7)	*
John Buckett II	41,251(8)	*
Royce & Associates, Inc. 1414 Avenue of the Americas New York, NY 10019	726,500(9)	7.4%
All executive officers and directors as a group (7 people)	1,876,262(10)	16.6%

*Less than 1%

(1) Except as modified by applicable community property laws or as otherwise indicated, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite that stockholder s name.

(2) Consists of 42,259 shares of Common Stock and options to purchase 805,905 shares of Common Stock.

(3) Includes 271,899 shares of Common Stock held by Force Sensor Investment Corporation, which is owned by Mr. Gu s family, and options granted to Mr. Gu to purchase 53,000 shares of Common Stock.

(4) Consists of 11,251 shares of common stock and options to purchase 309,874 shares of Common Stock.

(5) Consists of 6,251 shares of Common Stock and options to purchase 154,938 shares of Common Stock.

(6) Consists of 30,251 shares of Common Stock and options to purchase 72,633 shares of Common Stock. All shares of Common Stock are jointly held with his wife, Victoria Hovanec.

(7) Consists of 6,251 shares of Common Stock and options to purchase 70,499 shares of Common Stock.

(8) Consists of 6,251 shares of Common Stock and options to purchase 35,000 shares of Common Stock.

(9) Based solely on the Schedule 13G dated February 5, 2003.

(10) Consists of 374,413 shares of Common Stock and options to purchase 1,501,849 shares of Common Stock.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On June 11, 2001, E. Michael Thoben, III, our President and Chief Executive Officer, Paul D. Meyer, our Chief Financial Officer, and Michael W. Ambrose, our Senior Vice President, Technology and Product Development, delivered secured promissory notes to the Company as payment for profits required to be disgorged to the Company pursuant to Section 16(b) of the Securities Exchange Act of 1934. The principal amount owed by each person as of June 11, 2001 pursuant to each promissory note was: Mr. Thoben $132,652; Mr. Meyer $132,109; and Mr. Ambrose $104,050. These principal amounts corresponded to the amount of profit realized by each of Messrs. Thoben, Meyer and Ambrose as a result of open market purchases and sales of the Common Stock between October 2000 and April 2001. The principal amount of each note constitutes the largest aggregate amount of indebtedness outstanding at any time during fiscal 2001. Each promissory note bears interest at the rate of 7% per annum and is secured by options which had a value as of June 11, 2001 equal to 150% of the principal amount due under the note. In June 2002, the Board of Directors approved the extension of the officer loans to require the first payment to be due in 2006.

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Company s executive officers, directors and persons who own more than 10% of the Common Stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Executive officers, directors and beneficial owners of more than 10% of the Common Stock are required by Securities and Exchange Commission regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms received by the Company and on written representations from certain reporting persons that they have complied with the relevant filing requirements, the Company believes that all Section 16(a) filing requirements applicable to its executive officers and directors have been complied with, except that E. Michael Thoben, III, Paul D. Meyer, Mike W. Ambrose, George Gu, Eugene F. Hovanec, John Buckett, II and Merritt M. Lutz each filed a Form 5, Annual Statement of Changes in Beneficial Ownership for 2002 after its due date of February 15, 2003.

ANNUAL REPORT

We have included a copy of the Company s Annual Report on Form 10-K with these proxy materials.

METHOD AND COST OF SOLICITATION

The Company will pay the cost of preparing and mailing the proxies, the proxy statements and any other materials furnished to the stockholders. In addition to soliciting by mail, the Company s directors, officers and employees, without additional compensation, may personally request, in person or by telephone, the return of proxies. Brokers and persons holding shares for the benefit of others may incur expenses in forwarding proxies and accompanying materials and in obtaining permission from beneficial owners of stock to execute proxies. On request, we will reimburse those expenses.

OTHER BUSINESS/DISCRETIONARY AUTHORITY

The Board of Directors does not intend to present any business for action at the meeting other than the election of directors, nor does it have knowledge of any matters that may be presented by others. If any other matter properly comes before the meeting, the persons named in the accompanying form of proxy intend to vote in accordance with the recommendations of the Board of Directors.

For this year s Annual Meeting of Stockholders, if notice of a stockholder proposal to be raised at the Annual Meeting was received at the principal executive offices of the Company after March 11, 2003, proxy voting on that proposal when and if raised at the Annual Meeting will be subject to the discretionary voting authority of the designated proxy holders. If notice of any stockholder proposal to be raised at next year s Annual Meeting of Stockholders is received by the Company at its principal executive offices after March 14, 2004, then proxy voting on that proposal when and if raised at the 2004 Annual Meeting, will be subject to the discretionary voting authority of the designated proxy holders.

STOCKHOLDER PROPOSALS

Any stockholder proposals to be considered for inclusion in next year s proxy materials must be received by December 29, 2003 at the Company s principal executive offices. Stockholders proposals should be sent to: Interlink Electronics, Inc., 546 Flynn Road, Camarillo, California 93012, Attention: Corporate Secretary.

Whether you plan to attend the meeting or not, please sign the enclosed proxy form and return it to us in the enclosed stamped, return envelope.

By Order of the Board of Directors

/s/ Paul D. Meyer

Paul D. Meyer

Secretary

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PROXY

INTERLINK ELECTRONICS, INC.

Annual Meeting, June 12, 2003

PROXY SOLICITED BY BOARD OF DIRECTORS

PLEASE SIGN AND RETURN THIS PROXY

The undersigned hereby appoints E. Michael Thoben, III, and Paul D. Meyer, and each of them, proxies with power of substitution to vote on behalf of the undersigned all shares that the undersigned may be entitled to vote at the Annual Meeting of Stockholders of Interlink Electronics, Inc. (the Company) on June 12, 2003 and any adjournments thereof, with all powers that the undersigned would possess if personally present, with respect to the following:

1. Election of Directors: ¨ **FOR all nominees except as marked to the contrary below.** ¨ **WITHHOLD AUTHORITY to vote for all nominees listed below.**

(Instructions: **To withhold authority to vote for any individual, strike a line through the nominee s name below.**)

John Buckett, II, Merritt M. Lutz

2. Transaction of any business that properly comes before the meeting or any adjournments thereof. A majority of the proxies or substitutes at the meeting may exercise all the powers granted hereby.

(Continued and to be signed on the other side.)

The shares represented by this proxy will be voted as specified on the reverse hereof, **but if no specification is made, this proxy will be voted for the election of the directors. The proxies may vote in their discretion as to other matters that may come before this meeting.**

Shares:

Date: ______________________, 2003

P Name: ______________________

R

Signature(s): ______________________

O

Signature or Signatures

X

Y

Please date and sign as name is imprinted hereon, including designation as executor, trustee, etc., if applicable. A corporation must sign its name by the president or other authorized officer.

The Annual Meeting of Stockholders of Interlink Electronics, Inc. will be held on June 12, 2003 at 11:00 a.m., Pacific Daylight Time, at the Company s corporate offices located at 546 Flynn Road, Camarillo, California 93012.

Please Note: Any shares of stock of the Company held in the name of fiduciaries, custodians or brokerage houses for the benefit of their clients may only be voted by the fiduciary, custodian or brokerage house itself the beneficial owner may not directly vote or appoint a proxy to vote the shares and must instruct the person or entity in whose name the shares are held how to vote the shares held for the beneficial owner. Therefore, if any shares of stock of the Company are held in street name by a brokerage house, only the brokerage house, at the instructions of its client, may vote or appoint a proxy to vote the shares.