

GROB MATTHEW S

Form 4

May 07, 2018

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)

05/05/2018

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, Technology

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 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 | 05/05/2018 | | M | 10,902 A | \$ 0 10,902 | D | |
| Common Stock | 05/05/2018 | | F | 3,770 D | \$ 52.49 7,132 ⁽¹⁾ | D | |
| Common Stock | | | | | 19,580 | I | By GRAT |
| Common Stock | | | | | 19,580 | I | by GRAT S ⁽²⁾ |
| Common Stock | | | | | 37,071 | I | by Trust ⁽³⁾ |

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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. Un |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | TI |
| Restricted Stock Unit | (4) | 05/05/2018 | | M | 10,902.0056 | (5) 05/05/2019(5) | C |
| Restricted Stock Unit | (4) | 05/06/2018(6) | | A | 13,512.9633(7) | (8) 11/20/2020(8) | 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, Technology |

Signatures

By: David Zuckerman, Attorney-in-Fact For: Matthew S. Grob 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) Includes 234 shares acquired under the Company's Employee Stock Purchase Plan on January 31, 2018.

(2) Securities held by Dawn Grob, Trustee of the Dawn Grob 2015 Irrevocable Trust u/a dtd 3/17/15.

(3) Securities held by Matthew Grob and Dawn Grob Trustees for the Matthew and Dawn Grob Trust dtd. 8/26/1999.

(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-fifth amounts on May 5, 2015, 2016, 2017, 2018 and 2019.

(6) 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.

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These Restricted Stock Units include an initial grant of 13,262 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.

(8) 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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