

Qualcomm Incorporated
Equity Compensation Plan Information as of June 29, 2008

Employee Stock Options

Our stock option plans are part of a broad-based, long-term retention program that is intended to attract and retain talented employees and directors and align stockholder and employee interests.

The Board of Directors may grant options to selected employees, directors and consultants to the Company to purchase shares of the Company's common stock at a price not less than the fair market value of the stock at the date of grant. The 2006 Long-Term Incentive Plan (2006 Plan) was adopted during the second quarter of fiscal 2006 and replaced the 2001 Stock Option Plan and the 2001 Non-Employee Directors' Stock Option Plan and their predecessor plans (Prior Plans). The 2006 Plan provides for the grant of incentive and nonstatutory stock options as well as stock appreciation rights, restricted stock, restricted stock units, performance units and shares and other stock-based awards and will be the source of shares issued under the Executive Retirement Matching Contribution Plan (ERMCP). The share reserve of approximately 405,284,000 under the 2006 Plan is equal to the shares available for future grant under the combined plans on the date the 2006 Plan was approved by the Company's stockholders and an additional 115,000,000 shares approved in March 2008. The share amount is automatically increased by the amount equal to the number of shares subject to any outstanding option under a Prior Plan that is terminated or cancelled (but not an option under a Prior Plan that expires) following the date that the 2006 Plan was approved by stockholders. Shares that are subject to an award under the ERMCP and are returned to the Company because they fail to vest will again become available for grant under the 2006 Plan. The Board of Directors of the Company may amend or terminate the 2006 Plan at any time. Generally, options outstanding vest over periods not exceeding five years and are exercisable for up to ten years from the grant date.

Information about employee and executive stock option grants for fiscal 2006 and 2007 and for the first nine months ended June 29, 2008 is as follows (number of shares in millions):

	Nine Months 2008	FY 2007	FY 2006
Total options granted	50	39	35
Less options cancelled	(5)	(6)	(3)
Net options granted	45	33	32
Net grants during the period as % of outstanding shares ⁽¹⁾	2.7%	2.0%	1.9%
Grants to named executive officers as % of total options granted	5.4%	6.3%	8.7%
Grants to named executive officers as % of outstanding shares ⁽¹⁾	0.2%	0.1%	0.2%
Cumulative options held by named executive officers as % of total options outstanding ⁽¹⁾	8.8%	8.3%	11.8%

⁽¹⁾ Calculated based on outstanding shares as of the beginning of each period.

Information provided for fiscal 2008 is for the named executive officers listed in our proxy statement dated January 22, 2008, defined by the SEC as the Chief Executive Officer, Chief Financial Officer and each of the three other most highly compensated executive officers. Information provided for fiscal 2007 and fiscal 2006 is for the named executive officers listed in our proxy statement dated January 19, 2007, then defined by the SEC as the Chief Executive Officer and each of the four other most highly compensated executive officers.

Additional information regarding our stock option plans and plan activity for fiscal 2007 and 2006 is provided in our Annual Report on Form 10-K for the 2007 fiscal year. See "Note 8. - Employee Benefit Plans."

Information about stock options outstanding at June 29, 2008 with exercise prices less than or above \$45.65, the closing price of our common stock at June 27, 2008, is as follows (number of shares in millions):

<u>Exercise Prices</u>	<u>Exercisable</u>		<u>Unexercisable</u>		<u>Total</u>	
	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>
Less than \$45.65	103	\$ 31.07	97	\$ 39.98	200	\$ 35.38
Above \$45.65	9	\$ 53.81	8	\$ 50.65	17	\$ 52.28
Total outstanding	<u>112</u>	<u>\$ 32.91</u>	<u>105</u>	<u>\$ 40.84</u>	<u>217</u>	<u>\$ 36.75</u>

Options granted to named executive officers as a group for the three months and nine months ended June 29, 2008 were as follows (in millions, except price per share):

<u>Period</u>	<u>Number of Securities Underlying Option Grants</u>	<u>Percent of Total Options Granted</u>	<u>Weighted Average Exercise Price</u>	<u>Expiration Date</u>	<u>Potential Realizable Values at Assumed Annual Rates of Stock Price Appreciation for Option Term ⁽¹⁾</u>	
					<u>5%</u>	<u>10%</u>
Three Months	-	-	-	-	-	-
Nine Months	3	5.4% ⁽²⁾	\$37.29	11/11/2017	\$63	\$159

⁽¹⁾ Represents gains that could accrue for these options, assuming that the market price of our common stock appreciates over a period of 10 years at annualized rates of 5% and 10%. If the stock price does not increase above the exercise price, the realized gain from these options would be zero.

⁽²⁾ Calculated based on options granted during the fiscal period.

Option exercises for the three months and nine months ended June 29, 2008 and option values for named executive officers as a group as of June 29, 2008 were as follows (in millions):

<u>Period</u>	<u>Shares Acquired on Exercise</u>	<u>Gain Realized on Options Exercised</u>	<u>Number of Shares Underlying Unexercised Options at June 29, 2008</u>		<u>Intrinsic Values of Unexercised In-the-Money Options at June 29, 2008 ⁽¹⁾</u>	
			<u>Exercisable</u>	<u>Unexercisable</u>	<u>Exercisable</u>	<u>Unexercisable</u>
Three Months	5	194	12	7	\$120	\$55
Nine Months	6	241	12	7	\$120	\$55

⁽¹⁾ These amounts represent the difference between the exercise price and \$45.65, the market price of our common stock at June 27, 2008, for all in-the-money options held by the named executive officers.

Equity Compensation Plans Approved by Stockholders

Information about our equity compensation plans at June 29, 2008 that were either approved or not approved by our stockholders was as follows (number of shares in millions):

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options	Number of Shares Remaining Available for Future Issuance
Equity compensation plans approved by stockholders ⁽¹⁾	214	\$36.90	112 ⁽²⁾
Equity compensation plans not approved by stockholders ⁽³⁾	-	-	-
Total ⁽⁴⁾	214	\$36.90	112

(1) Consists of seven plans: the Company's 1991 Stock Option Plan, 2001 Stock Option Plan, 2006 Long-Term Incentive Plan, 1998 Non-Employee Directors' Stock Option Plan, 2001 Non-Employee Directors' Stock Option Plan and the Amended and Restated 2001 Employee Stock Purchase Plan.

(2) Includes 9,069,848 shares reserved for issuance under the Amended and Restated 2001 Employee Stock Purchase Plan.

(3) Consists solely of approximately 23,000 shares issuable under the Company's Amended and Restated 2001 Employee Stock Purchase Plan, which allows eligible employees to purchase shares of common stock at 85% of the lower of the fair market value on the first or the last day of each six-month offering period. Employees may authorize the Company to withhold up to 15% of their compensation during any offering period, subject to certain limitations.

(4) Excludes options assumed in connection with mergers and acquisitions. Approximately 3,192,000 shares of the Company's common stock were issuable upon exercise of these assumed options. These options have a weighted average exercise price of \$26.15 per share. No additional options may be granted under these assumed arrangements.