

**Qualcomm Incorporated**  
**Equity Compensation Plan Information as of September 26, 2010**

**Employee Stock Options and Restricted Stock Awards**

Our equity 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 2006 Long-Term Incentive Plan (the 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 (the 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 share-based awards and is the source of shares issued under the Executive Retirement Matching Contribution Plan (ERMCP). The share reserve under the 2006 Plan was approximately 418,284,000 at September 26, 2010. 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, and 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. Certain amendments, including an increase in the share reserve, require stockholder approval. 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. Generally, options, restricted stock units and performance stock units vest over periods not exceeding five years. Generally, options are exercisable for up to ten years from the grant date.

Information about employee, executive and director stock option grants, restricted stock units ("RSUs"), deferred stock units ("DSUs") and performance stock units ("PSUs") for fiscal 2010, 2009 and 2008 is as follows (number of shares in millions):

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Total options granted	24	41	52
Total RSUs granted	5	-	-
Total other awards granted	1 <sup>(1)</sup>	-	-
<b>Total grants</b>	<b>30</b>	<b>41</b>	<b>52</b>
Less options cancelled	(10)	(5)	(8)
Less RSUs cancelled	-	-	-
Less other awards cancelled	-	-	-
<b>Total cancelled</b>	<b>(10)</b>	<b>(5)</b>	<b>(8)</b>
<b>Net options/awards granted</b>	<b>20</b>	<b>36</b>	<b>44</b>
Net grants during the period as % of outstanding shares <sup>(2)</sup>	1.2%	2.2%	2.7%
Grants to named executive officers as % of total awards granted	5.3%	5.1%	5.1%
Grants to named executive officers as % of outstanding shares <sup>(2)</sup>	0.1%	0.1%	0.2%
Cumulative awards held by named executive officers as % of total awards outstanding <sup>(2)</sup>	5.6%	7.8%	8.0%

<sup>(1)</sup> Approximately 703,000 PSUs were granted during the first quarter of fiscal 2010, approximately 53,000 director DSUs and 5,000 director RSUs were granted during the second quarter of fiscal 2010. 55,000 RSUs were granted during fiscal 2008.

<sup>(2)</sup> Calculated based on outstanding shares or awards, as applicable, as of the beginning of each period.

Information provided for fiscal 2010 is for the named executive officers listed in our proxy statement dated January 13, 2010, 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 2009 is

for the named executive officers listed in our proxy statement dated January 14, 2009, defined by the SEC as the Chief Executive Officer, Chief Financial Officer, each of the three other most highly compensated executive officers and one individual that was not serving as an executive officer at the end of fiscal 2008. 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.

Additional information regarding our equity plans and plan activity for fiscal 2010 is provided in our Annual Report on Form 10-K for the 2010 fiscal year. See “Note 8. Employee Benefit Plans.”

Information about stock options outstanding at September 26, 2010 with exercise prices less than or above \$44.55, the closing price of our common stock at September 24, 2010, is as follows (number of shares in millions):

Exercise Prices	Exercisable		Unexercisable		Total	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Less than \$44.55	117	\$ 35.47	69	\$ 39.75	186	\$ 37.06
Above \$44.55	19	\$ 48.40	10	\$ 46.71	29	\$ 47.83
Total outstanding	<u>136</u>	<u>\$ 37.29</u>	<u>79</u>	<u>\$ 40.61</u>	<u>215</u>	<u>\$ 38.51</u>

At September 26, 2010, approximately 5,555,000 RSUs remained outstanding with a weighted average grant date fair value of \$35.72, which was below the closing price of our common stock at September 24, 2010 of \$44.55. At September 26, 2010, approximately 659,000 PSUs remained outstanding with a weighted average grant date fair value of \$45.36, which was above the closing price of our common stock at September 24, 2010 of \$44.55. Additionally, at September 26, 2010, approximately 53,000 director DSUs and 5,000 director RSUs remained outstanding.

Options granted to the named executive officers as a group for the three months and twelve months ended September 26, 2010 were as follows (in millions, except price per share):

Period	Number of Securities Underlying Option Grants	Percent of Total Options Granted	Weighted Average Exercise Price	Expiration Date	Potential Realizable Values at Assumed Annual Rates of Stock Price Appreciation for Option Term <sup>(1)</sup>	
					5%	10%
Three Months	- <sup>(2)</sup>	22.5% <sup>(3)</sup>	\$ 40.42	9/9/2017	3	7
Twelve Months	1	5.0% <sup>(3)</sup>	\$ 44.09	11/8/2019	32	80

<sup>(1)</sup> 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 gain from these options would be zero.

<sup>(2)</sup> 185,000 stock options were granted during the fourth quarter of fiscal 2010.

<sup>(3)</sup> Calculated based on options granted during the fiscal period.

Approximately 399,000 PSUs were granted to the named executive officers during the twelve months ended September 26, 2010. These PSUs vest three years from the date of grant based on the attainment of certain total shareholder return performance measures and the named executive officer’s continued service through the vest date. There were no RSUs granted to any of the named executive officers during the twelve months ended September 26, 2010.

Option exercises for the three months and twelve months ended September 26, 2010 and option values for the named executive officers as a group as of September 26, 2010 were as follows (in millions):

Period	Shares Acquired on Exercise	Gain Realized on Options Exercised	Number of Shares Underlying Unexercised Options at September 26, 2010		Intrinsic Values of Unexercised In-the-Money Options at September 26, 2010 <sup>(1)</sup>	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Three Months	-	\$ -	9	4	\$50	\$23
Twelve Months	1	\$6	9	4	\$50	\$23

<sup>(1)</sup> These amounts represent the difference between the exercise price and \$44.55, the closing price of our common stock at September 24, 2010, for all in-the-money options held by the named executive officers.

Approximately 23,000 RSUs, including dividend equivalents, vested during the three months and twelve months ended September 26, 2010. No PSUs vested during the three months and twelve months ended September 26, 2010.

### Equity Compensation Plans Approved by Stockholders

Information about our equity compensation plans at September 26, 2010 that was 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/RSUs	Weighted Average Exercise Price of Outstanding Options	Number of Shares Remaining Available for Future Issuance
Equity compensation plans approved by stockholders <sup>(1)</sup>	213	\$38.58	43 <sup>(2)</sup>
Equity compensation plans not approved by stockholders <sup>(3)</sup>	22	-	22
Total <sup>(4)</sup>	235	\$38.58	65

<sup>(1)</sup> Consists of six 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.

<sup>(2)</sup> Includes 189,128 shares reserved for issuance under the Amended and Restated 2001 Employee Stock Purchase Plan.

<sup>(3)</sup> Consists of shares which are scheduled to be approved by stockholders at the March 8, 2011 Annual Meeting of Stockholders.

<sup>(4)</sup> Excludes options assumed in connection with mergers and acquisitions. Approximately 1,991,023 shares of the Company's common stock were issuable upon exercise of these assumed options. These options have a weighted average exercise price of \$30.14 per share. No additional options may be granted under these assumed arrangements.