

**Qualcomm Incorporated**  
**Equity Compensation Plan Information as of September 25, 2011**

**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, restricted stock units (RSUs), stock appreciation rights, restricted stock, 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 shares authorized under the 2006 Plan were approximately 483,284,000 at September 25, 2011, including 65,000,000 shares that were approved by the Company's stockholders in March 2011. The share reserve remaining under the 2006 Plan was approximately 276,131,000 at September 25, 2011. 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. RSUs generally include dividend-equivalent rights. Generally, options, RSU 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, RSUs, deferred stock units (DSUs) and performance stock units (PSUs) for fiscal 2011, 2010 and 2009 is as follows (number of shares in millions):

	<u>FY 2011</u>	<u>FY 2010</u>	<u>FY 2009</u>
Total options granted	1	24	41
Total RSUs granted	14	5	-
Total other awards granted	1 <sup>(1)</sup>	1 <sup>(1)</sup>	-
<b>Total grants</b>	<b>16</b>	<b>30</b>	<b>41</b>
Less options cancelled	(4)	(10)	(5)
Less RSUs cancelled	(1)	-	-
Less other awards cancelled	-	-	-
<b>Total cancelled</b>	<b>(5)</b>	<b>(10)</b>	<b>(5)</b>
<b>Net options/awards granted</b>	<b>11</b>	<b>20</b>	<b>36</b>
Net grants during the period as % of outstanding shares <sup>(2)</sup>	0.7%	1.2%	2.2%
Grants to named executive officers as % of total awards granted	5.3%	5.3%	5.1%
Grants to named executive officers as % of outstanding shares <sup>(2)</sup>	0.1%	0.1%	1.0%
Cumulative awards held by named executive officers as % of total awards outstanding <sup>(2)</sup>	6.5%	5.6%	7.8%

<sup>(1)</sup> Approximately 565,550 and 703,000 PSUs were granted during the first quarter of fiscal 2011 and 2010, respectively. Approximately 42,000 and 53,000 director DSUs were granted during the second quarter of fiscal 2011 and 2010, respectively. Approximately 6,800 and 8,300 director RSUs were granted through the fourth quarter of fiscal 2011 and 2010, respectively.

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

Information provided for fiscal 2011 is for the named executive officers listed in our proxy statement dated January 20, 2011, 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 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.

Additional information regarding our equity plans and plan activity for fiscal 2011 is provided in our Annual Report on Form 10-K for the 2011 fiscal year. See “Note 8 - Employee Benefit Plans.”

Information about stock options outstanding at September 25, 2011 with exercise prices less than or above \$50.29, the closing price of our common stock at September 23, 2011, 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 \$50.29	93	\$ 37.26	47	\$ 40.41	140	\$ 38.32
Above \$50.29	<u>8</u>	\$ 51.68	<u>1</u>	\$ 55.02	<u>9</u>	\$ 51.93
Total outstanding	<u><u>101</u></u>	\$ 38.39	<u><u>48</u></u>	\$ 40.61	<u><u>149</u></u>	\$ 39.10

Information about restricted stock units, performance stock units and deferred stock units as of September 25, 2011 is as follows (number of shares in thousands):

<u>Type of Award</u>	<u>Number of Shares Outstanding</u>	<u>Weighted Average Grant Date Fair Value</u>
RSU	22,752	\$ 48.69
PSU	1,224	\$ 48.12
Director DSU	95	\$ 45.26
Director RSU	<u>22</u>	<u>\$ 43.93</u>
	<u><u>24,093</u></u>	<u><u>\$ 48.64</u></u>

No options were granted to the named executive officers as a group during the twelve months ended September 25, 2011.

The Company granted 377,775 PSUs to the named executive officers in the first quarter of fiscal 2011. These PSUs vest three years from the date of grant based on the attainment of certain total stockholder return performance measures and the named executive officer’s continued service through the vest date. The Company granted 440,983 RSUs to the named executive officers in the first quarter of fiscal 2011. These RSUs generally vest three years from the date of grant. No PSUs vested during the three months and twelve months ended September 25, 2011. Additionally, 311,729 and 805,017 RSUs, including dividend equivalents, were released during the three months and twelve months ended September 25, 2011, respectively.

Option exercises during the three months and twelve months ended September 25, 2011 and option values for the named executive officers as a group as of September 25, 2011 were as follows (in millions):

Period	Shares Acquired on Exercise	Gain Realized on Options Exercised	Number of Shares Underlying Unexercised Options at		Intrinsic Values of Unexercised In-the-Money Options at	
			September 25, 2011		September 25, 2011 <sup>(1)</sup>	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Three Months	-	\$7	6	3	\$63	\$28
Twelve Months	4	\$76	6	3	\$63	\$28

<sup>(1)</sup> These amounts represent the difference between the exercise price and \$50.29, the closing price of our common stock at September 23, 2011, 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 September 25, 2011 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 <sup>(1)</sup>	144	\$39.38	93 <sup>(2)</sup>
Equity compensation plans not approved by stockholders	-	-	-
Total <sup>(3)</sup>	144	\$39.38	93

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

<sup>(2)</sup> Includes 18,411,299 shares reserved for issuance under the Amended and Restated 2001 Employee Stock Purchase Plan.

<sup>(3)</sup> Excludes options assumed in connection with mergers and acquisitions. Approximately 4,850,154 shares of the Company's common stock were issuable upon exercise of these assumed options. These options have a weighted average exercise price of \$30.70 per share. Approximately 1,929,228 shares are available for grant under one of the plans assumed as a result of the acquisition of Atheros Communications Inc. No additional options may be granted under the other assumed plans.