

QUALCOMM INC/DE
Form 13F-HR
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for Calendar Year or Quarter Ended: MARCH 31, 2013

Check here if amendment Amendment Number

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager filing this report:

Name: QUALCOMM INCORPORATED
Address: 5775 MOREHOUSE DRIVE
SAN DIEGO, CALIFORNIA 92121

Form 13F File Number: 028-15384

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person signing this report on behalf of the reporting manager:

Name: RICHARD F. GRANNIS
Title SENIOR VICE PRESIDENT AND CORPORATE TREASURER
Telephone: 858-658-4817

Signature, Place, and Date of Signing:

/S/ RICHARD F. GRANNIS	San Diego, CA	5/14/2013
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[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

REPORT SUMMARY:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total: 224
 Form 13F Information Table Value Total: 2,439,773 (thousands)

List of Other Included Managers:

Provide a numbered list of the names(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report. [If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

NO. NAME

-
- 1 State Street Corporation
 - 2 Flaherty & Crumrine Incorporated
 - 3 Invesco
 - 4 Payden & Rygel

-2-

FORM 13F INFORMATION AS OF 03/31/2013

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION

A123 SYS INC	COM	03739T108	145	5,351,864	SH		SOLE
ABBOTT LABS	COM	002824100	3,617	102,400	SH		DEFINED
ABBVIE INC	COM	00287Y109	4,176	102,400	SH		DEFINED
ACTAVIS INC	COM	00507K103	2,699	29,300	SH		DEFINED
ADOBE SYS INC	COM	00724F101	6,087	139,900	SH		DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	6,513	78,800	SH		DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	12,915	84,100	SH		DEFINED
AIRGAS INC	COM	009363102	5,771	58,200	SH		DEFINED
ALLEGHANY CORP DEL	COM	017175100	317	800	SH		DEFINED
ALLERGAN INC	COM	018490102	2,914	26,100	SH		DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	018581108	10,830	66,900	SH		DEFINED
ALTRIA GROUP INC	COM	02209S103	11,438	332,600	SH		DEFINED
AMAZON COM INC	COM	023135106	15,403	57,800	SH		DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	6,605	201,500	SH		DEFINED
AMERICAN ELEC PWR INC	COM	025537101	4,065	83,600	SH		DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	2,752	70,900	SH		DEFINED
AMERICAN WTR WKS CO INC NEW	COM	030420103	7,405	178,700	SH		DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1,950	37,900	SH		DEFINED
AMGEN INC	COM	031162100	8,765	85,500	SH		DEFINED
ANNALY CAP MGMT INC	COM	035710409	5,538	348,500	SH		DEFINED
APPLE INC	COM	037833100	20,184	45,600	SH		DEFINED
AQUA AMERICA INC	COM	03836W103	8,410	267,500	SH		DEFINED
ARCH CAP GROUP LTD	ORD	G0450A105	17,564	334,100	SH		DEFINED
AT&T INC	COM	00206R102	11,998	327,000	SH		DEFINED
AUTOZONE INC	COM	053332102	11,982	30,200	SH		DEFINED
B/E AEROSPACE INC	COM	073302101	3,268	54,200	SH		DEFINED

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BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	22,003	860,850	SH	DEFINED
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	395	15,400	SH	DEFINED
BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	6,373	250,000	SH	DEFINED
BARD C R INC	COM	067383109	4,908	48,700	SH	DEFINED
BAXTER INTL INC	COM	071813109	15,966	219,800	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	5,153	53,900	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	10,488	162,800	SH	DEFINED
BERKLEY W R CORP	COM	084423102	6,647	149,800	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	25,592	245,600	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	7,311	37,900	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	6,245	134,800	SH	DEFINED
BORGWARNER INC	COM	099724106	3,743	48,400	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	6,854	166,400	SH	DEFINED
CALPINE CORP	COM NEW	131347304	321	15,600	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	7,785	119,400	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	6,455	142,300	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	2,372	196,489	SH	DEFINED
CAREFUSION CORP	COM	14170T101	2,631	75,200	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	7,062	205,900	SH	DEFINED
CBOE HLDGS INC	COM	12503M108	706	19,100	SH	DEFINED
CELGENE CORP	COM	151020104	4,996	43,100	SH	DEFINED
CENTURYLINK INC	COM	156700106	3,944	112,279	SH	DEFINED
CERNER CORP	COM	156782104	5,988	63,200	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	6,143	51,700	SH	DEFINED
CHIMERA INVT CORP	COM	16934Q109	2,769	868,000	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	8,147	25,000	SH	DEFINED
CHUBB CORP	COM	171232101	6,267	71,600	SH	DEFINED
CIT GROUP INC	COM NEW	125581801	2,709	62,301	SH	DEFINED
CIT GROUP INC	COM NEW	125581801	1,390	32,000	SH	DEFINED
CITRIX SYS INC	COM	177376100	3,622	50,200	SH	DEFINED
CLOROX CO DEL	COM	189054109	11,111	125,500	SH	DEFINED
COBALT INTL ENERGY INC	COM	19075F106	725	25,700	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4,566	59,600	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	4,691	131,000	SH	DEFINED
CONCHO RES INC	COM	20605P101	6,703	68,800	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	9,856	164,000	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	8,526	139,700	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	5,181	59,600	SH	DEFINED
COPART INC	COM	217204106	3,901	113,800	SH	DEFINED
COVANCE INC	COM	222816100	3,166	42,600	SH	DEFINED
CREE INC	COM	225447101	936	17,100	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	8,949	128,500	SH	DEFINED
CURRENCY SHARES EURO TRUST	Euro SHS	23130C108	65,744	517,300	SH PUT	DEFINED
CROWN HOLDINGS INC	COM	228368106	10,590	254,500	SH	DEFINED
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	6,866	57,900	SH	DEFINED
DIGITAL RLTY TR INC	COM	253868103	2,101	31,400	SH	DEFINED
DIRECTV	COM	25490A309	16,377	289,300	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	7,780	98,800	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	6,015	86,500	SH	DEFINED
DOLLAR GEN CORP NEW	COM	256677105	2,413	47,700	SH	DEFINED
DOLLAR TREE INC	COM	256746108	8,194	169,200	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	6,225	107,000	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	3,182	51,600	SH	DEFINED
DUKE ENERGY CORP NEW	COM NEW	26441C204	12,774	175,978	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	3,304	39,500	SH	DEFINED
E M C CORP MASS	COM	268648102	18,333	767,400	SH	DEFINED

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EBAY INC	COM	278642103	12,818	236,400	SH	DEFINED
EDISON INTL	COM	281020107	1,545	30,700	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	4,741	57,700	SH	DEFINED
EMERSON ELEC CO	COM	291011104	9,364	167,600	SH	DEFINED
ENDO HEALTH SOLUTIONS INC	COM	29264F205	6,152	200,000	SH	DEFINED
ENGILITY HLDGS INC	COM	29285W104	291	12,133	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	4,522	71,500	SH	DEFINED
EQUINIX INC	COM NEW	29444U502	2,855	13,200	SH	DEFINED
EXELON CORP	COM	30161N101	3,262	94,600	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	10,271	178,164	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	5,668	62,900	SH	DEFINED
F5 NETWORKS INC	COM	315616102	1,951	21,900	SH	DEFINED
FACEBOOK INC	CL A	30303M102	1,982	77,500	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	5,976	101,200	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	1,561	39,400	SH	DEFINED
FISERV INC	COM	337738108	19,287	219,600	SH	DEFINED
FLOWERS FOODS INC	COM	343498101	1,532	46,500	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	6,298	115,800	SH	DEFINED
FOREST LABS INC	COM	345838106	5,542	145,700	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1,877	471,500	SH	DEFINED
GENERAL MLS INC	COM	370334104	5,858	118,800	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	5,793	118,400	SH	DEFINED
GLOBALSTAR INC	COM	378973408	1,309	4,154,400	SH	SOLE
GOOGLE INC	CL A	38259P508	24,456	30,800	SH	DEFINED
GREEN MTN COFFEE ROASTERS IN	COM	393122106	1,941	34,200	SH	DEFINED
HEALTH CARE REIT INC	COM	42217K106	4,000	58,900	SH	DEFINED
HEINZ H J CO	COM	423074103	6,331	87,600	SH	DEFINED
HERSHEY CO	COM	427866108	10,906	124,600	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	8,703	115,500	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	2,927	338,800	SH	DEFINED
IDEXX LABS INC	COM	45168D104	2,310	25,000	SH	DEFINED
IHS INC	CL A	451734107	4,555	43,500	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	8,121	49,800	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	3,647	17,100	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	6,484	13,200	SH	DEFINED
INVENSENSE INC	COM	46123D205	14,094	1,319,681	SH	SOLE
ISHARES INC	MSCI CDA INDEX	464286509	55,024	1,930,000	SH	SOLE
ISHARES INC	EM MKT MIN VOL	464286533	43,199	710,043	SH	SOLE
ISHARES TR	S&P MC 400 GRW	464287606	89,698	700,000	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	14,194	174,100	SH	DEFINED
KELLOGG CO	COM	487836108	10,444	162,100	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	6,721	68,600	SH	DEFINED
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	7,807	88,868	SH	DEFINED
KIRBY CORP	COM	497266106	5,007	65,200	SH	DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	2,204	42,766	SH	DEFINED
KROGER CO	COM	501044101	6,621	199,800	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	5,891	72,800	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	5,980	66,300	SH	DEFINED
LIBERTY MEDIA CORP DELAWARE	CL A	531229102	6,355	56,932	SH	DEFINED
LILLY ELI & CO	COM	532457108	8,059	141,900	SH	DEFINED
LINKEDIN CORP	COM CL A	53578A108	4,419	25,100	SH	DEFINED
LKQ CORP	COM	501889208	5,823	267,600	SH	DEFINED
LORILLARD INC	COM	544147101	4,818	119,400	SH	DEFINED
LULULEMON ATHLETICA INC	COM	550021109	1,708	27,400	SH	DEFINED
MARTEL CORP	COM	570535104	12,386	24,600	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	5,759	78,300	SH	DEFINED
MCDONALDS CORP	COM	580135101	5,712	57,300	SH	DEFINED
MEDTRONIC INC	COM	585055106	13,200	281,100	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	6,533	147,700	SH	DEFINED
MERCURY GENL CORP NEW	COM	589400100	1,328	35,000	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	8,529	40,000	SH	DEFINED

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MICROSOFT CORP	COM	594918104	9,673	338,100	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	5,133	104,900	SH	DEFINED
MONDELEZ INTL INC	CL A	609207105	3,927	128,300	SH	DEFINED
MONSTER BEVERAGE CORP	COM	611740101	8,631	180,800	SH	DEFINED
NAVISTAR INTL CORP NEW	COM	63934E108	73	2,100	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	1,227	85,500	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	2,861	68,300	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	5,717	73,600	SH	DEFINED
NORTHEAST UTILS	COM	664397106	2,087	48,019	SH	DEFINED
NQ MOBILE INC	ADR REPSTG CL A	64118U108	2,067	229,466	SH	SOLE
NVR INC	COM	62944T105	6,481	6,000	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	9,240	90,100	SH	DEFINED
ONYX PHARMACEUTICALS INC	COM	683399109	586	6,600	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	4,660	28,200	SH	DEFINED
PARTNERRE LTD	COM	G6852T105	2,747	29,500	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	5,025	132,100	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	4,102	305,200	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	1,216	56,800	SH	DEFINED
PEPSICO INC	COM	713448108	5,743	72,600	SH	DEFINED
PFIZER INC	COM	717081103	14,819	513,474	SH	DEFINED
PG&E CORP	COM	69331C108	6,065	136,200	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	11,765	126,900	SH	DEFINED
POST HLDGS INC	COM	737446104	887	20,650	SH	DEFINED
PPL CORP	COM	69351T106	6,024	192,400	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	8,668	12,600	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5,456	70,800	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	1,452	50,800	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,750	31,000	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	11,570	196,800	SH	DEFINED
REALTY INCOME CORP	COM	756109104	7,251	159,900	SH	DEFINED
REGENERON PHARMACEUTICALS	COM	75886F107	582	3,300	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	8,684	195,200	SH	DEFINED
ROSS STORES INC	COM	778296103	6,705	110,600	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	4,864	27,200	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM	79546E104	5,453	185,600	SH	DEFINED
SANDISK CORP	COM	80004C101	2,585	47,000	SH	DEFINED
SBA COMMUNICATIONS CORP	COM	78388J106	317	4,400	SH	DEFINED
SCANA CORP NEW	COM	80589M102	5,807	113,500	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	8,431	91,100	SH	DEFINED
SEMPRA ENERGY	COM	816851109	3,453	43,200	SH	DEFINED
SOUTHERN CO	COM	842587107	9,154	195,100	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	1,908	51,200	SH	DEFINED
STERICYCLE INC	COM	858912108	9,970	93,900	SH	DEFINED
SUPERMEDIA INC	COM	868447103	31	8,048	SH	DEFINED
SYSCO CORP	COM	871829107	5,726	162,800	SH	DEFINED
TARGET CORP	COM	87612E106	7,913	115,600	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	2,557	43,700	SH	DEFINED
TEREX CORP NEW	COM	880779103	2,451	71,200	SH	DEFINED
TJX COS INC NEW	COM	872540109	7,789	166,600	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	15,584	185,100	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	2,792	93,200	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	3,427	62,300	SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	1,382	27,000	SH	DEFINED
UNITED CONTL HLDGS INC	COM	910047109	887	27,700	SH	DEFINED
UNITED STATES CELLULAR CORP	COM	911684108	238	6,600	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	9,966	174,200	SH	DEFINED
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	3,606	96,500	SH	DEFINED

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VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	77,030	1,000,000	SH	SOLE
VANGUARD INDEX FDS	SML CP GRW ETF	922908595	119,904	1,200,000	SH	SOLE
VANGUARD INDEX FDS	GROWTH ETF	922908736	246,913	3,185,558	SH	SOLE
VANGUARD INDEX FDS	VALUE ETF	922908744	208,670	3,180,944	SH	SOLE
VANGUARD INTL EQUITY INDEX F	FTSE EMR MKT ETF	922042858	198,715	4,633,127	SH	SOLE
VERISIGN INC	COM	92343E102	269	5,700	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	4,961	80,500	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	12,946	263,400	SH	DEFINED
VMWARE INC	CL A COM	928563402	1,988	25,200	SH	DEFINED
WABCO HLDGS INC	COM	92927K102	1,913	27,100	SH	DEFINED
WALGREEN CO	COM	931422109	14,614	306,500	SH	DEFINED
WAL-MART STORES INC	COM	931142103	12,766	170,600	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	4,015	102,400	SH	DEFINED
WATERS CORP	COM	941848103	3,343	35,600	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	687	56,600	SH	DEFINED
WELLPOINT INC	COM	94973V107	11,392	172,000	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	13,050	352,800	SH	DEFINED
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	9,666	7,500	SH	DEFINED
WHITE MTNS INS GROUP LTD	COM	G9618E107	2,892	5,100	SH	DEFINED
WHITING PETE CORP NEW	COM	966387102	2,949	58,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	3,783	475,900	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	7,236	168,700	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	5,646	190,100	SH	DEFINED
ZEBRA TECHNOLOGIES CORP	CL A	989207105	2,407	51,070	SH	DEFINED