

QUALCOMM INC/DE
Form 13F-HR
February 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: DECEMBER 31, 2012

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: ##-#####

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	2/14/2013
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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: 3
 Form 13F Information Table Entry Total: 219
 Form 13F Information Table Value Total: 2,106,869 (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 Ltd.

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FORM 13F INFORMATION TABLE AS OF 12/31/2012

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	97	5,351,864	SH		SOLE
ABBOTT LABS	COM	002824100	6,707	102,400	SH		DEFINED
ADOBE SYS INC	COM	00724F101	5,271	139,900	SH		DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	5,701	78,800	SH		DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	10,946	84,100	SH		DEFINED
AIRGAS INC	COM	009363102	5,313	58,200	SH		DEFINED
ALLEGHANY CORP DEL	COM	017175100	268	800	SH		DEFINED
ALLERGAN INC	COM	018490102	2,394	26,100	SH		DEFINED
ALLIANCE DATA SYSTEMS CORP	COM	018581108	9,684	66,900	SH		DEFINED
ALTRIA GROUP INC	COM	02209S103	10,457	332,600	SH		DEFINED
AMAZON COM INC	COM	023135106	14,516	57,800	SH		DEFINED
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	5,823	201,500	SH		DEFINED
AMERICAN ELEC PWR INC	COM	025537101	3,568	83,600	SH		DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	2,503	70,900	SH		DEFINED
AMERICAN WTR WKS CO INC NEW	COM	030420103	6,635	178,700	SH		DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1,637	37,900	SH		DEFINED
AMGEN INC	COM	031162100	7,370	85,500	SH		DEFINED
ANNALY CAP MGMT INC	COM	035710409	4,893	348,500	SH		DEFINED
APPLE INC	COM	037833100	24,306	45,600	SH		DEFINED
AQUA AMERICA INC	COM	03836W103	6,800	267,500	SH		DEFINED
ARCH CAP GROUP LTD	ORD	G0450A105	14,707	334,100	SH		DEFINED
AT&T INC	COM	00206R102	11,023	327,000	SH		DEFINED
AUTOZONE INC	COM	053332102	10,704	30,200	SH		DEFINED
B/E AEROSPACE INC	COM	073302101	2,677	54,200	SH		DEFINED
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	21,891	860,850	SH		DEFINED
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	388	15,400	SH		DEFINED

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BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	6,265	250,000	SH	DEFINED
BAXTER INTL INC	COM	071813109	14,652	219,800	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	4,214	53,900	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	9,102	162,800	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	22,030	245,600	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	5,559	37,900	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	5,346	134,800	SH	DEFINED
BORGWARNER INC	COM	099724106	3,466	48,400	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	5,423	166,400	SH	DEFINED
CALPINE CORP	COM NEW	131347304	283	15,600	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	6,741	119,400	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	4,965	142,300	SH	DEFINED
CAPITOL FED FINL INC	COM	14057J101	2,297	196,489	SH	DEFINED
CAREFUSION CORP	COM	14170T101	2,149	75,200	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	7,571	205,900	SH	DEFINED
CBOE HLDGS INC	COM	12503M108	563	19,100	SH	DEFINED
CELGENE CORP	COM	151020104	2,692	34,200	SH	DEFINED
CENTURYLINK INC	COM	156700106	4,392	112,279	SH	DEFINED
CERNER CORP	COM	156782104	4,907	63,200	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	5,591	51,700	SH	DEFINED
CHIMERA INVT CORP	COM	16934Q109	2,265	868,000	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	7,437	25,000	SH	DEFINED
CHUBB CORP	COM	171232101	5,393	71,600	SH	DEFINED
CIT GROUP INC	COM NEW	125581801	3,643	94,301	SH	DEFINED
CITRIX SYS INC	COM	177376100	3,301	50,200	SH	DEFINED
CLOROX CO DEL	COM	189054109	9,189	125,500	SH	DEFINED
COBALT INTL ENERGY INC	COM	19075F106	631	25,700	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4,413	59,600	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	3,865	131,000	SH	DEFINED
CONCHO RES INC	COM	20605P101	5,543	68,800	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	9,510	164,000	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	7,759	139,700	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	4,380	59,600	SH	DEFINED
COPART INC	COM	217204106	3,357	113,800	SH	DEFINED
COVANCE INC	COM	222816100	2,461	42,600	SH	DEFINED
BARD C R INC	COM	067383109	4,760	48,700	SH	DEFINED
CREE INC	COM	225447101	581	17,100	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	9,273	128,500	SH	DEFINED
CROWN HOLDINGS INC	COM	228368106	9,368	254,500	SH	DEFINED
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	6,400	57,900	SH	DEFINED
DIGITAL RLTY TR INC	COM	253868103	2,132	31,400	SH	DEFINED
DIRECTV	COM	25490A309	14,511	289,300	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	6,272	98,800	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	5,060	86,500	SH	DEFINED
DOLLAR GEN CORP NEW	COM	256677105	2,103	47,700	SH	DEFINED
DOLLAR TREE INC	COM	256746108	6,863	169,200	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	5,543	107,000	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	2,897	51,600	SH	DEFINED
DUKE ENERGY CORP NEW	COM NEW	26441C204	11,227	175,978	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	3,107	39,500	SH	DEFINED
EBAY INC	COM	278642103	12,061	236,400	SH	DEFINED
EDISON INTL	COM	281020107	1,387	30,700	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	5,203	57,700	SH	DEFINED
LILLY ELI & CO	COM	532457108	6,999	141,900	SH	DEFINED
E M C CORP MASS	COM	268648102	19,415	767,400	SH	DEFINED
EMERSON ELEC CO	COM	291011104	8,876	167,600	SH	DEFINED

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ENDO HEALTH SOLUTIONS INC	COM	29264F205	5,254	200,000	SH	DEFINED
ENGILITY HLDGS INC	COM	29285W104	234	12,133	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	4,558	71,500	SH	DEFINED
EQUINIX INC	COM NEW	29444U502	2,722	13,200	SH	DEFINED
EXELON CORP	COM	30161N101	2,813	94,600	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	9,621	178,164	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	5,444	62,900	SH	DEFINED
F5 NETWORKS INC	COM	315616102	2,128	21,900	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	6,417	101,200	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	1,372	39,400	SH	DEFINED
FISERV INC	COM	337738108	17,355	219,600	SH	DEFINED
FLOWERS FOODS INC	COM	343498101	1,082	46,500	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	4,960	115,800	SH	DEFINED
FOREST LABS INC	COM	345838106	5,146	145,700	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2,018	471,500	SH	DEFINED
GENERAL MLS INC	COM	370334104	4,802	118,800	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	4,348	118,400	SH	DEFINED
GLOBALSTAR INC	COM	378973408	1,267	4,154,400	SH	SOLE
GOOGLE INC	CL A	38259P508	21,849	30,800	SH	DEFINED
GREEN MTN COFFEE ROASTERS IN	COM	393122106	1,415	34,200	SH	DEFINED
HEALTH CARE REIT INC	COM	42217K106	3,610	58,900	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	7,330	91,100	SH	DEFINED
HERSHEY CO	COM	427866108	8,999	124,600	SH	DEFINED
HEINZ H J CO	COM	423074103	5,053	87,600	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	7,331	115,500	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	2,754	338,800	SH	DEFINED
IDEXX LABS INC	COM	45168D104	2,320	25,000	SH	DEFINED
IHS INC	CL A	451734107	4,176	43,500	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	6,166	49,800	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	3,276	17,100	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	6,473	13,200	SH	DEFINED
INVENSENSE INC	COM	46123D205	41,557	3,740,528	SH	SOLE
ISHARES TR	S&P MC 400 GRW	464287606	80,087	700,000	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	12,204	174,100	SH	DEFINED
KELLOGG CO	COM	487836108	9,053	162,100	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	5,792	68,600	SH	DEFINED
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	6,603	87,497	SH	DEFINED
KIRBY CORP	COM	497266106	4,035	65,200	SH	DEFINED
KRAFT FOODS GROUP INC	COM ADDED	50076Q106	1,945	42,766	SH	DEFINED
KROGER CO	COM	501044101	5,199	199,800	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	5,578	72,800	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	5,743	66,300	SH	DEFINED
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	6,605	56,932	SH	DEFINED
LKQ CORP	COM	501889208	5,646	267,600	SH	DEFINED
LORILLARD INC	COM	544147101	4,643	119,400	SH	DEFINED
LULULEMON ATHLETICA INC	COM	550021109	2,089	27,400	SH	DEFINED
MARKEL CORP	COM	570535104	10,662	24,600	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	4,974	78,300	SH	DEFINED
MCDONALDS CORP	COM	580135101	5,054	57,300	SH	DEFINED
MEDTRONIC INC	COM	585055106	11,531	281,100	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	6,047	147,700	SH	DEFINED
MERCURY GENL CORP NEW	COM	589400100	1,389	35,000	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	7,732	40,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	9,031	338,100	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	4,489	104,900	SH	DEFINED
MONDELEZ INTL INC	CL A	609207105	3,266	128,300	SH	DEFINED
MONSTER BEVERAGE CORP	COM	611740101	9,561	180,800	SH	DEFINED
NAVISTAR INTL CORP NEW	COM	63934E108	46	2,100	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	1,106	85,500	SH	DEFINED

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NEWMONT MINING CORP	COM	651639106	3,172	68,300	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	5,092	73,600	SH	DEFINED
NIELSEN HOLDINGS N V	COM	N63218106	297	9,700	SH	DEFINED
NORTHEAST UTILS	COM	664397106	1,877	48,019	SH	DEFINED
NQ MOBILE INC	ADR REPSTG CL A	64118U108	1,644	272,266	SH	SOLE
NVR INC	COM	62944T105	5,520	6,000	SH	DEFINED
ONYX PHARMACEUTICALS INC	COM	683399109	498	6,600	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	8,057	90,100	SH	DEFINED
PG&E CORP	COM	69331C108	5,473	136,200	SH	DEFINED
PANERA BREAD CO	CL A	69840W108	4,479	28,200	SH	DEFINED
PARTNERRE LTD	COM	G6852T105	2,374	29,500	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	4,522	132,100	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	3,690	305,200	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	1,114	56,800	SH	DEFINED
PEPSICO INC	COM	713448108	4,968	72,600	SH	DEFINED
PFIZER INC	COM	717081103	12,878	513,474	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	10,614	126,900	SH	DEFINED
POST HLDGS INC	COM	737446104	707	20,650	SH	DEFINED
PPL CORP	COM	69351T106	5,508	192,400	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	7,827	12,600	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	4,807	70,800	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	1,386	50,800	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,806	31,000	SH	DEFINED
RALCORP HLDGS INC NEW	COM	751028101	6,132	68,400	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	11,328	196,800	SH	DEFINED
REALTY INCOME CORP	COM	756109104	6,430	159,900	SH	DEFINED
REGENERON PHARMACEUTICALS	COM	75886F107	565	3,300	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	8,087	195,200	SH	DEFINED
ROSS STORES INC	COM	778296103	5,982	110,600	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	4,572	27,200	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM	79546E104	4,375	185,600	SH	DEFINED
SANDISK CORP	COM	80004C101	2,047	47,000	SH	DEFINED
SBA COMMUNICATIONS CORP	COM	78388J106	312	4,400	SH	DEFINED
SCANA CORP NEW	COM	80589M102	5,180	113,500	SH	DEFINED
SEMPRA ENERGY	COM	816851109	3,065	43,200	SH	DEFINED
SOUTHERN CO	COM	842587107	8,352	195,100	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	1,711	51,200	SH	DEFINED
STERICYCLE INC	COM	858912108	8,758	93,900	SH	DEFINED
SUPERMEDIA INC	COM	868447103	28	8,048	SH	DEFINED
SYSCO CORP	COM	871829107	5,154	162,800	SH	DEFINED
TARGET CORP	COM	87612E106	6,840	115,600	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	2,705	43,700	SH	DEFINED
TEREX CORP NEW	COM	880779103	2,001	71,200	SH	DEFINED
TJX COS INC NEW	COM	872540109	7,072	166,600	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	13,294	185,100	SH	DEFINED
TRIMBLE NAVIGATION LTD	COM	896239100	2,786	46,600	SH	DEFINED
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	3,340	62,300	SH	DEFINED
UNDER ARMOUR INC	CL A	904311107	1,310	27,000	SH	DEFINED
UNITED CONTL HLDGS INC	COM	910047109	648	27,700	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	9,449	174,200	SH	DEFINED
UNITED STATES CELLULAR CORP	COM	911684108	233	6,600	SH	DEFINED
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	3,337	96,500	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	206,313	4,633,127	SH	SOLE
VANGUARD INDEX FDS	GROWTH ETF	922908736	226,748	3,185,558	SH	SOLE
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	68,580	1,000,000	SH	SOLE
VANGUARD INDEX FDS	SML CP GRW ETF	922908595	106,836	1,200,000	SH	SOLE
VANGUARD INDEX FDS	VALUE ETF	922908744	187,040	3,180,944	SH	SOLE
VERISIGN INC	COM	92343E102	221	5,700	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	4,106	80,500	SH	DEFINED

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VERIZON COMMUNICATIONS INC	COM	92343V104	11,397	263,400	SH	DEFINED
VMWARE INC	CL A COM	928563402	2,372	25,200	SH	DEFINED
WABCO HLDGS INC	COM	92927K102	1,767	27,100	SH	DEFINED
WALGREEN CO	COM	931422109	11,344	306,500	SH	DEFINED
WAL-MART STORES INC	COM	931142103	11,640	170,600	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	3,455	102,400	SH	DEFINED
WATERS CORP	COM	941848103	3,101	35,600	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	2,520	29,300	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	633	56,600	SH	DEFINED
WELLPOINT INC	COM	94973V107	10,478	172,000	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	12,059	352,800	SH	DEFINED
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	9,188	7,500	SH	DEFINED
WHITE MTNS INS GROUP LTD	COM	G9618E107	2,627	5,100	SH	DEFINED
WHITING PETE CORP NEW	COM	966387102	2,515	58,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	3,940	475,900	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	6,217	168,700	SH	DEFINED
BERKLEY W R CORP	COM	084423102	5,653	149,800	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	5,078	190,100	SH	DEFINED
ZEBRA TECHNOLOGIES CORP	CL A	989207105	2,006	51,070	SH	DEFINED