

Darkin Donald
Form 4
February 08, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Darkin Donald

(Last) (First) (Middle)

9001 SPECTRUM CENTER BLVD

(Street)

SAN DIEGO, CA 92123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RESMED INC [RMD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Sr. Vice President, Interfaces

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| ResMed Common Stock | 02/04/2011 | | M | | \$ 23.095 | 42,500 | D |
| ResMed Common Stock | 02/04/2011 | | S | | \$ 32.052 | 30,000 | D |
| ResMed Common Stock | 02/04/2011 | | M | | \$ 21.025 | 32,000 | D |
| ResMed Common | 02/04/2011 | | S | | \$ 32.052 | 30,000 | D |

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| | | | | | | | |
|---------------------------|------------|--|---|--------|---|--------------|----------|
| Stock | | | | | | (2) | |
| ResMed Common Stock | 02/04/2011 | | M | 15,000 | A | \$ 15.52 | 45,000 D |
| ResMed Common Stock | 02/04/2011 | | S | 15,000 | D | \$ 32.052 | 30,000 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| ResMed Common Stock Options | \$ 23.095 | 02/04/2011 | | M | 12,500 | 11/10/2007 ⁽¹⁾ 11/10/2013 | ResMed Common Stock 12,500 |
| ResMed Common Stock Options | \$ 21.025 | 02/04/2011 | | M | 2,000 | 11/07/2008 ⁽¹⁾ 11/07/2014 | ResMed Common Stock 2,000 |
| ResMed Common Stock Options | \$ 15.52 | 02/04/2011 | | M | 15,000 | 11/20/2009 ⁽¹⁾ 11/20/2015 | ResMed Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Darkin Donald | | | Sr. Vice President, Interfaces | |

9001 SPECTRUM CENTER BLVD
SAN DIEGO, CA 92123

Signatures

Donald Darkin, Sr. Vice President, Interfaces Strategic
Business Unit

02/08/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents first date options became exercisable.

This transaction was executed in multiple trades at prices ranging from \$31.98 to \$32.145. The price reported above reflects the weighted average sale price. The reporting person will provide full information regarding the number of shares and prices at which the transaction was effected upon request to the SEC staff, the issuer or the security holder of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.