

RESMED INC
Form 4
April 23, 2014

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 *
FARRELL PETER C

(Last) (First) (Middle)

RESMED INC., 9001 SPECTRUM CENTER BOULEVARD

(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)
04/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
ResMed Common Stock	04/21/2014		M ⁽¹⁾		4,756 A \$ 12.468	309,746	D
ResMed Common Stock	04/21/2014		S ⁽¹⁾		4,756 D \$ 48.105 ⁽⁴⁾	304,990	D
ResMed Common Stock	04/21/2014		M ⁽¹⁾		70,244 A \$ 21.025	375,234	D
ResMed Common	04/21/2014		S ⁽¹⁾		70,244 D \$ 48	304,990	D

Stock

ResMed Common Stock	200,000	I	Peter C. Farrell Grantor Retained Annuity Trust dated December 2012
ResMed Common Stock	200,000	I	Peter C. Farrell Grantor Retained Annuity Trust dated March 4, 2014

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.

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(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ResMed Common Stock Options	\$ 12.468	04/21/2014		M ⁽¹⁾	4,756	01/20/2006 ⁽²⁾ 01/20/2015	ResMed Common Stock 4,756
ResMed Common Stock Options	\$ 21.025	04/21/2014		M ⁽¹⁾	70,244	11/07/2008 ⁽³⁾ 11/07/2014	ResMed Common Stock 70,244

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRELL PETER C RESMED INC. 9001 SPECTRUM CENTER BOULEVARD SAN DIEGO, CA 92123	X			

Signatures

Peter C. Farrell 04/23/2014
 __Signature of Date
 Reporting Person

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) This transaction was conducted under a 10b5-1 Plan as defined under the Securities Exchange Act of 1934, as amended.
- (2) Represents date options first became exercisable. Options vest 1/3 per year on the anniversary of the grant.
- (3) Represents date options first became exercisable. Options vest 1/4 per year on the anniversary of the grant.

(4) This transaction was executed in multiple trades at prices ranging from \$48.07 to \$48.21. 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.