PEMBLE CLIFTON A

Form 4

December 16, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

January 31,

2005

0.5

Expires:

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

Common

Common

Common

Shares

Shares

Shares

12/11/2011

12/12/2011

12/14/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * PEMBLE CLIFTON A	2. Issuer Name and Ticker or Trading Symbol GARMIN LTD [GRMN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1200 EAST 151ST STREET	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2011	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) President and COO			
(Street) OLATHE, KS 66062	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
(Instr. 3) any	emed 3. 4. Securities Acquired ion Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) //Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Shares 12/10/2011	F $629\frac{(1)}{2}$ D 37.6	4 47,230 (2) D			

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

F

F

A

629 (3) D

1,258

8,055

(7)

46,601 (4)

45,343 (6)

53,398 (8)

37.96

\$0

D

D

D

Edgar Filing: PEMBLE CLIFTON A - Form 4

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/e		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PEMBLE CLIFTON A 1200 EAST 151ST STREET **OLATHE, KS 66062**

President and COO

Signatures

Joshua H. Maxfield, 12/16/2011 Attorney-in-Fact

**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).
- On December 10, 2011, 2,000 shares that were acquired by the reporting person pursuant to the award of restricted stock units in (1) December 2010 described in Footnote 2 vested and were paid to the reporting person. 629 of these 2,000 shares were withheld to pay the resulting tax liability.

The number of Common Shares reported in Row 1 of Column 5 includes (a) 8,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011), (b) 8,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 11, 2009 (the award vests in five

(2) equal annual installments beginning on December 11, 2010), (c) 12,000 unvested shares that were acquired pursuant to a grant of 20,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009), and (d) 382 shares that were acquired for the reporting person's account in June 2011 under the Garmin Ltd. Employee Stock Purchase Agreement.

Reporting Owners 2

Edgar Filing: PEMBLE CLIFTON A - Form 4

- On December 11, 2011, 2,000 shares that were acquired by the reporting person pursuant to the award of restricted stock units in

 (3) December 2009 described in Footnote 2 vested and were paid to the reporting person. 629 of these 2,000 shares were withheld to pay the resulting tax liability.
 - The number of Common Shares reported in Row 2 of Column 5 includes (a) 8,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),
- (4) (b) 6,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 12,000 unvested shares that were acquired pursuant to a grant of 20,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).
- On December 12, 2011, 4,000 shares that were acquired by the reporting person pursuant to the award of restricted stock units in (5) December 2008 described in Footnote 2 vested and were paid to the reporting person. 1,258 of these 4,000 shares were withheld to pay the resulting tax liability.
 - The number of Common Shares reported in Row 3 of Column 5 includes (a) 8,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),
- (6) (b) 6,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 8,000 unvested shares that were acquired pursuant to a grant of 20,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).
- (7) Shares were acquired pursuant to a grant of restricted stock units under the Garmin Ltd. 2005 Equity Incentive Plan. The award vests in five equal annual installments beginning December 2012.
 - The number of Common Shares reported in Row 4 of Column 5 includes (a) 8,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),
- (8) (b) 6,000 unvested shares acquired pursuant to an award of 10,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), (c) 8,000 unvested shares that were acquired pursuant to a grant of 20,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009), and (d) the 8,055 unvested shares acquired pursuant to the grant of restricted stock units reported in Row 4 of Column 4.

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.