

PEMBLE CLIFTON A
Form 4
December 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
PEMBLE CLIFTON A

(Last) (First) (Middle)
1200 EAST 151ST STREET
(Street)

OLATHE, KS 66062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GARMIN LTD [GRMN]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2011

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)
President and COO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Shares	12/10/2011		F		629 ⁽¹⁾ D \$ 37.64	47,230 ⁽²⁾	D
Common Shares	12/11/2011		F		629 ⁽³⁾ D \$ 37.64	46,601 ⁽⁴⁾	D
Common Shares	12/12/2011		F		1,258 ⁽⁵⁾ D \$ 37.96	45,343 ⁽⁶⁾	D
Common Shares	12/14/2011		A		8,055 ⁽⁷⁾ A \$ 0	53,398 ⁽⁸⁾	D

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

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- 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.

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