Pokorny Brian James Form 4/A December 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

Shares

(Print or Type Responses)

See Instruction

| Pokorny Brian James Symbo | | | 2. Issuer Symbol | ner Name and Ticker or Trading | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---------------------------|-------------------------------------|--------------------------|---------------------------------|---------------------------------------|-----|-----------|----------------------------------------|--------------|--------------------------------------------------|------------------|--------------|--|
| | | | GARMIN LTD [GRMN] | | | | | | (Check all applicable) | | | |
| (Last) | (First) (| Middle) | 3. Date of Earliest Transaction | | | | | | | | | |
| | | | (Month/Day/Year) | | | | | | Director | | Owner | |
| 1200 EAST 151ST STREET | | | 12/14/2011 | | | | | | X Officer (give title Other (specify below) | | | |
| (Street) | | | 4. If Amendment, Date Original | | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(Month/Day/Year) | | | | | | Applicable Line) | | | | | |
| | 12/16/2011 | | | | | | _X_ Form filed by One Reporting Person | | | | | |
| OLATHE, KS 66062 | | | 12/10/2011 | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non- | -De | rivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of | 2. Transaction Dat | e 2A. Deem | ied | 3. | 2 | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) Execution Date, if | | Date, if | - | | | | d of (D) | Securities | Form: Direct | Indirect | |
| (Instr. 3) any | | Code (Instr. 3, 4 and 5) | | | | | 5) | Beneficially | (D) or | Beneficial | | |
| | | (Month/D | ay/Year) | (Instr. 8) |) | | | | Owned | Indirect (I) | Ownership | |
| | | | | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | | | (A) or | | Reported Transaction(s) | | | |
| | | | | Code V | V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common | 12/15/2011 | | | S | | 2,354 | D | \$ 37.35 | 16,640 <u>(2)</u> | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

(1)

37.35

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|--------------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | , , | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | Expiration Date | | or | | |
| | | | | | | | | | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pokorny Brian James 1200 EAST 151ST STREET OLATHE, KS 66062

Vice President - Operations

Signatures

Joshua H. Maxfield, 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).

The purpose of this Amendment is to correct the number of shares reported in line 6 of Column 4 in Table I on the Form 4 filed by the reporting person on December 16, 2011 as being sold by the reporting person. The number in line 6 of Column 4 in Table I on the Form 4

- (1) filed by the reporting person on December 16, 2011was incorrectly stated as 2,606. The correct number is 2,354, as stated in this Amendment. In addition, the number of shares reported in line 6 of Column 5 on the December 16, 2011 Form 4 was incorrectly stated as 16,388. The correct number is 16,640 as stated in this Amendment.
 - The number of shares reported in Column 5 includes: (a) 2,668 unvested shares that were acquired by the reporting person pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011), (b) 1,998 unvested shares that were acquired by the reporting person pursuant to an award of 3,330 restricted stock units on
- (2) December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), (c) 3,600 unvested shares that were acquired by the reporting person pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009), and (d) 2,685 unvested shares that were acquired by the reporting person pursuant to an award of restricted stock units on December 14, 2011 (the award vests in five equal annual installments beginning on December 14, 2012).

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.

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