

RESMED INC

Form 4

November 18, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
11/15/2011

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)

Executive Chairman and CEO

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)
ResMed Common Stock	11/15/2011		G	200,000 (1)	A \$ 0 726,959	D	
ResMed Common Stock					3,317	I	Peter C. Farrell April 2010 Annuity Trust
ResMed Common Stock					21,391	I	Peter C. Farrell July 2010 Annuity

ResMed Common Stock	0	I	Trust Peter C. Farrell November 2010 Annuity Trusts
ResMed Common Stock	200,000	I	Peter C. Farrell December 2010 Annuity Trust
ResMed Common Stock	200,000	I	Peter C. Farrell August 2011 Annuity Trust

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

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
ResMed Common Stock Options	\$ 27.58	11/16/2011		A		250,000		11/11/2012 ⁽²⁾	11/16/2018	ResMed Common Stock	250,000

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

Executive Chairman and CEO

Signatures

Peter C. Farrell

11/18/2011

 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).

Transaction represents a distribution from the Peter C. Farrell November 2010 Annuity Trust (the "Trust") of 200,000 shares to the Peter C. Farrell Trust (of which Dr. Farrell is the Trustee). Per the terms of the trust, 90% of the original value was to be transferred to Dr. Farrell at the end of the first year. Since the value of the stock on the funding date was higher than the current stock price, 100% of the stock was distributed.

(2) Represents date options first become available. Options vest 1/4 annually until fully vested.

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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