

RESMED INC
Form 4
October 31, 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)
10/20/2014

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)

Chairman of the Board

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 | 10/20/2014 | | G | V | 200,000 (1) | D | \$ 0 281,264 | D |
| ResMed Common Stock | 10/29/2014 | | M | | 119,204 | A | \$ 12.468 400,468 | D |
| ResMed Common Stock | 10/29/2014 | | S | | 119,204 | D | \$ 51.839 (2) 281,264 | D |
| ResMed Common | | | | | | | 22,783 | I Peter C. Farrell |

| | | | | | | |
|---------------------|--|---------|--|--|---|---|
| Stock | | | | | | Grantor Retained Annuity Trust dated December 2012 ⁽³⁾ |
| ResMed Common Stock | | 200,000 | | | I | Peter C. Farrell Grantor Retained Annuity Trust dated March 4, 2014 ⁽³⁾ |
| ResMed Common Stock | | 200,000 | | | I | Peter C. Farrell Grantor Retained Annuity Trust dated October 14, 2014 ⁽³⁾ |

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.

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 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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| ResMed Common Stock Options | \$ 12.468 | 10/29/2014 | | M | 119,204 | 01/20/2006 ⁽⁴⁾ | 01/20/2015 | ResMed Common Stock | 1,19 |

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 | | Chairman of the Board | |

Signatures

Peter C. Farrell 10/30/2014

 **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).
Transaction represents a gift from the Peter C. Farrell Trust to fund the Peter C. Farrell Grantor Retained Annuity Trust dated October 14, 2014 (Annuity Trust). Dr. Farrell is the trustee of his personal trust, but is not the trustee of the Annuity Trust. Per the terms of the Annuity Trust, 90% of the original value will be transferred to Dr Farrell at the end of the Annuity Trust's first year.
This transaction was executed in multiple trades at prices ranging from \$51.67 to \$52.10. 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.
- (3) Securities held by Larry Poster, Trustee of the Peter C. Farrell Grantor Retained Annuity Trust.
- (4) Represents date options first became available. Options vest one-third annually on the anniversary of the grant.

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.