

GARMIN LTD
Form 4
August 10, 2007

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 *
KELLEY GARY V

(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)
08/08/2007

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)
Vice President - Marketing

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	(A) or (D)	Price
Common Shares	08/08/2007		M		1,600	A	\$ 30.66
Common Shares	08/08/2007		F		845	D	\$ 103.55
Common Shares	08/08/2007		M		2,000	A	\$ 46.15
Common Shares	08/08/2007		F		1,351	D	\$ 103.55
Common Shares	08/08/2007		M		3,000	A	\$ 21.59
					6,200	D	
					5,355	D	
					7,355	D	
					6,004	D	
					9,004	D	

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Common Shares	08/08/2007	F	1,373	D	\$ 103.55	7,631	D
Common Shares	08/08/2007	M	2,000	A	\$ 10.38	9,631	D
Common Shares	08/08/2007	M	3,000	A	\$ 14.9	12,631	D
Common Shares	08/08/2007	M	2,600	A	\$ 27.27	15,231	D
Common Shares	08/08/2007	S	188	D	\$ 104.18	15,043	D
Common Shares	08/08/2007	S	400	D	\$ 104.17	14,643	D
Common Shares	08/08/2007	S	300	D	\$ 104.16	14,343	D
Common Shares	08/08/2007	S	100	D	\$ 104.15	14,243	D
Common Shares	08/08/2007	S	1,000	D	\$ 104.14	13,243	D
Common Shares	08/08/2007	S	412	D	\$ 104.08	12,831	D
Common Shares	08/08/2007	S	200	D	\$ 104.07	12,631	D
Common Shares	08/08/2007	S	400	D	\$ 104.05	12,231	D
Common Shares	08/08/2007	S	4,600	D	\$ 104	7,631	D
Common Shares	08/08/2007	S	10	D	\$ 103.97	7,621	D
Common Shares	08/08/2007	S	400	D	\$ 103.94	7,221	D
Common Shares	08/08/2007	S	100	D	\$ 103.95	7,121	D
Common Shares	08/08/2007	S	1,564	D	\$ 103.93	5,557	D

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)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 30.66	08/08/2007		M	1,600	(1) 12/16/2015	Common Shares	1,600
Stock Appreciation Right	\$ 46.15	08/08/2007		M	2,000	(2) 06/09/2016	Common Shares	2,000
Stock Appreciation Right	\$ 21.59	08/08/2007		M	3,000	(3) 06/23/2015	Common Shares	3,000
Employee Stock Option (right to buy)	\$ 10.38	08/08/2007		M	2,000	(4) 12/21/2011	Common Shares	2,000
Employee Stock Option (right to buy)	\$ 14.9	08/08/2007		M	3,000	(5) 12/26/2012	Common Shares	3,000
Employee Stock Option (right to buy)	\$ 27.27	08/08/2007		M	2,600	(6) 12/23/2013	Common Shares	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY GARY V 1200 EAST 151ST STREET OLATHE, KS 66062			Vice President - Marketing	

Signatures

Gary V. Kelley 08/09/2007

**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).

- (1) The stock appreciation right vests in five equal annual installments commencing on December 16, 2006.
- (2) The stock appreciation right vests in five equal annual installments commencing on June 9, 2007.
- (3) The stock appreciation right vests in five equal annual installments commencing on June 23, 2006.
- (4) The stock option vested in five equal annual installments commencing on December 21, 2002.
- (5) The stock option vests in five equal annual installments commencing on December 26, 2003.
- (6) The stock option vests in five equal annual installments commencing on December 23, 2004.

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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