

RESMED INC
Form 4
November 20, 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)
11/18/2014

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 | (D) | Price |
| ResMed Common Stock | 11/18/2014 | | M ⁽¹⁾ | | 36,000 | A | \$ 15.52 |
| ResMed Common Stock | 11/18/2014 | | S ⁽¹⁾ | | 36,000 | D | \$ 52.393 ⁽⁴⁾ |
| ResMed Common Stock | 11/19/2014 | | A | | 2,442 | A | \$ 0 |
| ResMed Common | | | | | | | 22,783 |
| | | | | | | I | Peter C. Farrell |

| | | | | | | | |
|---------------------|--|--|--|--|---------|---|---|
| Stock | | | | | | | Grantor Retained Annuity Trust dated December 2012 ⁽⁵⁾ |
| ResMed Common Stock | | | | | 200,000 | I | Peter C. Farrell Grantor Retained Annuity Trust dated March 4, 2014 ⁽⁵⁾ |
| ResMed Common Stock | | | | | 200,000 | I | Peter C. Farrell Grantor Retained Annuity Trust dated October 14, 2014 ⁽⁵⁾ |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| ResMed Common Stock Options | \$ 15.52 | 11/18/2014 | | M ⁽¹⁾ | 36,000 | 11/20/2009 ⁽²⁾ | 11/20/2015 | ResMed Common Stock |
| ResMed Common Stock | \$ 52.02 | 11/19/2014 | | A | 11,815 | 11/11/2014 ⁽³⁾ | 11/19/2021 | ResMed Common Stock |

Options

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, Executive
Chairman

11/20/2014

__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 transaction was conducted under a 10b5-1 Plan as defined under the Securities Exchange Act of 1934, as amended.
- (2) Represents date options first became exercisable. Options vest 1/4 annually on the anniversary of the grant.
Options vest in full (i) on the first Nov. 11 following the grant date or (ii) the first annual shareholder's meeting following grant date.
- (3) Options have a required holding period until the earlier of (i) Nov. 11 of the third year following grant date or (ii) six months following termination of directorship.
This transaction was executed in multiple trades at prices ranging from \$51.91 to \$52.393. 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.
- (5) Securities held by Larry Poster, Trustee of the Peter C. Farrell Grantor Retained Annuity Trust.

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.