

RESMED INC

Form 4

November 12, 2010

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)
10/04/2010

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) below)

Executive Chairman

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	10/04/2010		G	V 7,680 ⁽³⁾ D	\$ 0 451,268	D	
ResMed Common Stock	11/09/2010		M	154,176 A	\$ 12.638 605,444	D	
ResMed Common Stock	11/09/2010		S	154,176 D	\$ 33.097 ⁽⁴⁾ 451,268	D	
ResMed Common					200,000	I	Peter C. Farrell

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Stock				December 2009 Annuity Trust
ResMed Common Stock	200,000	I		Peter C. Farrell April 2010 Annuity Trust
ResMed Common Stock	200,000	I		Peter C. Farrell July 2010 Annuity Trust

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

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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 (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
ResMed Common Stock Options	\$ 12.638	11/09/2010		M			154,176	07/02/2002 ⁽¹⁾	07/02/2011	ResMed Common Stock
ResMed Common Stock Options	\$ 33.7	11/11/2010		A		240,000		11/11/2011 ⁽²⁾	11/11/2017	ResMed Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRELL PETER C RESMED INC.	X		Executive Chairman	

9001 SPECTRUM CENTER BOULEVARD
SAN DIEGO, CA 92123

Signatures

Peter C. Farrell

11/12/2010

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) Represents date options first became exercisable.
- (2) Represents first date 1/4 of the options become exercisable. thereafter, options will continue to vest 1/4 annually until fully vested.
- (3) Transaction was a gift to a 501(c)4 organization.

- This transaction was executed in multiple trades at prices ranging from \$32.88 to \$33.28. The price reported above reflects the weighted
- (4) 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.

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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