

PENDARVIS DAVID
Form 4
November 10, 2011

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 *
PENDARVIS DAVID

(Last) (First) (Middle)

RESMED INC., 9001 SPECTRUM CENTER BLVD.

(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)
11/09/2011

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)
Chief Admin Off. & Gen.Counsel

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 |
| ResMed Common Stock | 11/09/2011 | | M | | 4,756 | A | \$ 21.025 |
| | | | | | | | 52,699.086 (2) |
| ResMed Common Stock | 11/09/2011 | | M | | 16,040 | A | \$ 12.468 |
| | | | | | | | 68,739.086 |
| ResMed Common Stock | 11/09/2011 | | M | | 10,388 | A | \$ 19.25 |
| | | | | | | | 79,127.086 |
| ResMed Common | 11/09/2011 | | M | | 43,426 | A | \$ 6.908 |
| | | | | | | | 122,553.086 |

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Stock

ResMed

Common 11/09/2011 M 10,692 A \$ 9.35 133,245.086 D

Stock

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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| ResMed Common Stock Options | \$ 21.025 | 11/09/2011 | | M | 4,756 | 11/07/2008 ⁽¹⁾ 11/07/2014 | ResMed Common Stock 4,756 |
| ResMed Common Stock Options | \$ 12.468 | 11/09/2011 | | M | 16,040 | 01/20/2006 ⁽¹⁾ 01/20/2015 | ResMed Common Stock 16,040 |
| ResMed Common Stock Options | \$ 19.25 | 11/09/2011 | | M | 10,388 | 02/03/2007 ⁽¹⁾ 02/03/2016 | ResMed Common Stock 10,388 |
| ResMed Common Stock Options | \$ 6.9075 | 11/09/2011 | | M | 43,426 | 10/01/2003 ⁽¹⁾ 10/01/2012 | ResMed Common Stock 43,426 |
| ResMed Common Stock Options | \$ 9.35 | 11/09/2011 | | M | 10,692 | 05/27/2004 ⁽¹⁾ 05/27/2013 | ResMed Common Stock 10,692 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PENDARVIS DAVID RESMED INC. 9001 SPECTRUM CENTER BLVD. SAN DIEGO, CA 92123 | | | Chief Admin Off. & Gen.Counsel | |

Signatures

David Pendarvis
11/10/2011

**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).
- (1) Represents date options first became exercisable.
 - (2) Includes 384.199 shares of common stock purchased on October 31, 2011, pursuant to ResMed's Employee Stock Purchase Plan.

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.