

RESMED INC  
Form 4  
April 23, 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)  
04/21/2014

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)

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             | 04/21/2014                           |  | M <sup>(1)</sup>               |   | 4,756 A \$ 12.468   | 309,746  | D   |
| ResMed Common Stock             | 04/21/2014                           |  | S <sup>(1)</sup>               |   | 4,756 D \$ 48.105 <sup>(4)</sup>  | 304,990  | D   |
| ResMed Common Stock             | 04/21/2014                           |  | M <sup>(1)</sup>               |   | 70,244 A \$ 21.025  | 375,234  | D   |
| ResMed Common                   | 04/21/2014                           |  | S <sup>(1)</sup>               |   | 70,244 D \$ 48  | 304,990  | D   |

Stock

|                           |         |   |  |
|---------------------------|---------|---|--|
| ResMed<br>Common<br>Stock | 200,000 | I | Peter C.<br>Farrell<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>December<br>2012 |
| ResMed<br>Common<br>Stock | 200,000 | I | Peter C.<br>Farrell<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>March 4,<br>2014 |

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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable<br>Expiration Date                            | Title<br>Amount<br>or<br>Number<br>of Shares                     |
| ResMed<br>Common<br>Stock<br>Options                | \$ 12.468  | 04/21/2014                              |   | M <sup>(1)</sup>                     | 4,756  | 01/20/2006 <sup>(2)</sup> 01/20/2015                           | ResMed<br>Common<br>Stock 4,756                                  |
| ResMed<br>Common<br>Stock<br>Options                | \$ 21.025  | 04/21/2014                              |   | M <sup>(1)</sup>                     | 70,244   | 11/07/2008 <sup>(3)</sup> 11/07/2014                           | ResMed<br>Common<br>Stock 70,244                                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FARRELL PETER C<br>RESMED INC.<br>9001 SPECTRUM CENTER BOULEVARD<br>SAN DIEGO, CA 92123 | X             |           |         |       |

## Signatures

Peter C. Farrell                      04/23/2014

          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).
- (1) This 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 1/3 per year on the anniversary of the grant.
- (3) Represents date options first became exercisable. Options vest 1/4 per year on the anniversary of the grant.

(4) This transaction was executed in multiple trades at prices ranging from \$48.07 to \$48.21. 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.

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.