

RESMED INC  
Form 4  
August 18, 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 \*  
**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)  
**08/16/2011**  
  
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)  
**CEO and 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) Price                                                                       |                                                          |                                                       |
| ResMed Common Stock             | 08/16/2011                           |                                                    | A                              |                                                                   | 28,571 (1) \$ 0                                                                               | D                                                        | Peter C. Farrell                                      |
| ResMed Common Stock             |                                      |                                                    |                                |                                                                   | 3,317                                                                                         | I                                                        | April 2010 Annuity Trust                              |
| ResMed Common Stock             |                                      |                                                    |                                |                                                                   | 21,391                                                                                        | I                                                        | Peter C. Farrell July 2010 Annuity                    |

|                           |         |   |                                                                      |
|---------------------------|---------|---|----------------------------------------------------------------------|
| Resmed<br>Common<br>Stock | 200,000 | I | Trust<br>Peter C.<br>Farrell<br>November<br>2010<br>Annuity<br>Trust |
|---------------------------|---------|---|----------------------------------------------------------------------|

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)

| 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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|

  

|      | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---------------------|--------------------|-------|----------------------------------------|
| Code | V                   | (A)                | (D)   |                                        |

## 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             |           | CEO and Executive Chairman |       |

## Signatures

Peter C. Farrell                      08/18/2011  
 \*\*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) Represents Performance-based Restricted Stock Units initially granted on November 11, 2010, but earned as of August 16, 2011, based on corporate performance. The RSUs are subject to a vesting requirement of 25% per year, with the first vesting on November 11, 2011.

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.