

RESMED INC
Form 4
November 13, 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 *
Hollingshead James

(Last) (First) (Middle)

C/O 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)
11/11/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President, Americas

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) | (A) or (D) | 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 | 11/11/2014 | | M | 7,143 | A | \$ 51.15 54,619 ⁽²⁾ | D | |
| ResMed Common Stock | 11/11/2014 | | F | 2,685 ⁽³⁾ | D | \$ 51.15 51,934 | D | |
| ResMed Common Stock | 11/11/2014 | | M | 10,000 | A | \$ 51.15 61,934 | D | |
| ResMed Common | 11/11/2014 | | F | 5,055 ⁽⁴⁾ | D | \$ 51.15 56,879 | D | |

Stock

| | | | | | | | |
|---------------------------|------------|---|---------------------|---|-------------|--------|---|
| ResMed Common Stock | 11/11/2014 | M | 5,760 | A | \$ 51.15 | 62,639 | D |
| ResMed Common Stock | 11/11/2014 | F | <u>3,006</u> (5) | D | \$ 51.15 | 59,633 | D |
| ResMed Common Stock | 11/11/2014 | F | <u>2,088</u> (6) | A | \$ 51.15 | 57,545 | D |

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 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 Performance RSU | \$ 0 | 11/11/2014 | | M | 7,143 | 11/11/2014 | <u>(1)</u> | ResMed Common Stock | 7,143 |
| ResMed Performance RSU | \$ 0 | 11/11/2014 | | M | 10,000 | 11/11/2014 | <u>(1)</u> | ResMed Common Stock | 10,000 |
| ResMed Performance RSUs | \$ 0 | 11/11/2014 | | M | 5,760 | 11/11/2014 | <u>(1)</u> | ResMed Common Stock | 5,760 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | President, Americas | |

Hollingshead James
C/O RESMED INC.
9001 SPECTRUM CENTER BLVD.
SAN DIEGO, CA 92123

Signatures

James R. Hollingshead, President,
Americas

11/13/2014

__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) Only unvested RSUs expire on termination of employment.
- (2) Includes 153.400 shares of stock purchased on April 30, 2014 and 344.666 shares of stock purchased on October 31, 2014, pursuant to ResMed's Employee Stock Purchase Plan.
- (3) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/11/2010 and vested on 11/11/2014.
- (4) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/16/2011 and vested on 11/11/2014.
- (5) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/15/2012 and vested on 11/11/2014.
- (6) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/13/2013 and vested on 11/11/2014.

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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