

RESMED INC
Form 4
March 17, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 Michael J.

(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)
03/15/2016

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 Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| ResMed Common Stock | 03/15/2016 | | M ⁽¹⁾ | | 5,975 A \$ 33.7 | 150,852 | D |
| ResMed Common Stock | 03/15/2016 | | S ⁽¹⁾ | | 5,975 D \$ 58.57 | 144,877 | D |
| ResMed Common Stock | 03/16/2016 | | A ⁽³⁾ | | 8,097 ⁽⁴⁾ A \$ 0 | 152,974 | D |
| ResMed Common | 03/16/2016 | | F ⁽⁵⁾ | | 4,226 D \$ 0 | 148,748 | D |

Stock

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| ResMed Common Stock Options | \$ 33.7 | 03/15/2016 | | M ⁽¹⁾ | 5,975 | 11/11/2010 ⁽²⁾ 11/11/2017 | ResMed Common Stock 5,975 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Farrell Michael J. RESMED INC. 9001 SPECTRUM CENTER BLVD SAN DIEGO, CA 92123 | | | Chief Executive Officer | |

Signatures

Michael J. Farrell, Chief Executive Officer
03/17/2016

**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) The 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 1/4 annually.

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- Shares acquired on vesting of performance-based restricted stock units. The PSUs were granted March 1, 2013, with a three-year
- (3) performance period. The shares were earned and vested March 16, 2016, when the ResMed compensation committee certified performance.
 - (4) Shares earned, based on performance, at 40% of the target award.
 - (5) Disposition to issuer for tax withholding on vesting of performance-based restricted stock units granted March 1, 2013.

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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