

PEMBLE CLIFTON A
Form 4
December 14, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PEMBLE CLIFTON A

2. Issuer Name and Ticker or Trading Symbol
GARMIN LTD [GRMN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1200 EAST 151ST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

OLATHE, KS 66062
(City) (State) (Zip)

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

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 (D) Price			
Common Shares	12/10/2010		A		10,000 (1)	A	\$ 0 49,364 (2)	D
Common Shares	12/11/2010		F		629 (3)	D	\$ 30.04 48,735 (4)	D
Common Shares	12/12/2010		F		1,258 (5)	D	\$ 30.04 47,477 (4)	D

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

SEC 1474 (9-02)

Edgar Filing: PEMBLE CLIFTON A - Form 4

The numbers of shares reported in Rows 2 and 3 of Column 5 include (a) 12,000 unvested shares acquired pursuant to an award of 20,000 restricted stock units in December 2008 (the award vests in five equal annual installments beginning in December 2009), (b) 8,000

- (4) unvested shares acquired pursuant to an award of 10,000 restricted stock units in December 2009 (the award vests in five equal annual installments beginning in December 2010), and (c) the 10,000 unvested shares that were acquired pursuant to the grant of restricted stock units disclosed in Column 4 and further described in Footnote (1).

On December 12, 2010, 4,000 shares that were acquired by the reporting person pursuant to the award of restricted stock units in

- (5) December 2008 reported in Footnote 2 vested and were paid to the reporting person. 1,258 of these 4,000 shares were withheld to pay the resulting tax liability.

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.