

PENDARVIS DAVID
Form 4
November 10, 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 *
PENDARVIS DAVID

(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)
11/09/2011

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)
Chief Admin Off. & Gen.Counsel

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	11/09/2011		M		4,756 A \$ 21.025	52,699.086 (2)	D
ResMed Common Stock	11/09/2011		M		16,040 A \$ 12.468	68,739.086	D
ResMed Common Stock	11/09/2011		M		10,388 A \$ 19.25	79,127.086	D
ResMed Common	11/09/2011		M		43,426 A \$ 6.908	122,553.086	D

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Stock

ResMed

Common 11/09/2011 M 10,692 A \$ 9.35 133,245.086 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 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 Common Stock Options	\$ 21.025	11/09/2011		M	4,756	11/07/2008 ⁽¹⁾ 11/07/2014	ResMed Common Stock 4,756
ResMed Common Stock Options	\$ 12.468	11/09/2011		M	16,040	01/20/2006 ⁽¹⁾ 01/20/2015	ResMed Common Stock 16,040
ResMed Common Stock Options	\$ 19.25	11/09/2011		M	10,388	02/03/2007 ⁽¹⁾ 02/03/2016	ResMed Common Stock 10,388
ResMed Common Stock Options	\$ 6.9075	11/09/2011		M	43,426	10/01/2003 ⁽¹⁾ 10/01/2012	ResMed Common Stock 43,426
ResMed Common Stock Options	\$ 9.35	11/09/2011		M	10,692	05/27/2004 ⁽¹⁾ 05/27/2013	ResMed Common Stock 10,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENDARVIS DAVID RESMED INC. 9001 SPECTRUM CENTER BLVD. SAN DIEGO, CA 92123			Chief Admin Off. & Gen.Counsel	

Signatures

David Pendarvis
11/10/2011

**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) Represents date options first became exercisable.
 - (2) Includes 384.199 shares of common stock purchased on October 31, 2011, pursuant to ResMed's Employee Stock Purchase Plan.

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.