

RESPIRONICS INC

Form 4

March 10, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES DONALD H

(Last) (First) (Middle)

320 FT. DUQUESNE BLVD., APT.
22K

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RESPIRONICS INC [RESP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2008

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)

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)
Common Stock	03/06/2008		U	31,204	D \$ 66 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 50.15	03/06/2008		D			10,200	11/15/2002	11/15/2011	Common Stock	10,200
Stock Option	\$ 50.4	03/06/2008		D			10,200	11/21/2003	11/21/2012	Common Stock	10,200
Stock Option	\$ 44.18	03/06/2008		D			13,000	11/21/2004	11/21/2013	Common Stock	13,000
Stock Option	\$ 38.31	03/06/2008		D			13,000	11/19/2005	11/19/2014	Common Stock	13,000
Stock Option	\$ 26.78	03/06/2008		D			13,000	11/18/2006	11/18/2015	Common Stock	13,000
Stock Option	\$ 30.7	03/06/2008		D			9,700	11/17/2007	11/17/2016	Common Stock	9,700
Stock Option	\$ 15.5	03/06/2008		D			13,000	11/16/2008	11/16/2017	Common Stock	13,000
Phantom Stock	\$ 66	03/10/2008		D			3,121.938	<u>(1)</u>	<u>(1)</u>	Common Stock	3,121.938

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JONES DONALD H 320 FT. DUQUESNE BLVD., APT. 22K PITTSBURGH, PA 15222	X

Signatures

Dorita A. Pishko;
Attorney-in-Fact 03/10/2008

__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).

The common stock underlying the Phantom Stock acquired over time under the Respironics Non-Employee Directors Deferred

(1) Compensation Plan (the "Plan") will be settled in cash. Payments will be made on a date or dates certain, based on the reporting person's election to receive either a single cash payment or a specified number of annual installments.

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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