

RESMED INC  
Form 4  
November 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
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)  
11/11/2013

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 Administrative 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 (A) or (D) Price   |  |                                   |
| ResMed Common Stock             | 11/11/2013                           |  | F                              |   | 2,609 (1) \$ 50.74  | D  | 72,321.566 (2)                    |
| ResMed Common Stock             | 11/11/2013                           |  | F                              |   | 2,796 (3) \$ 50.74  | D  | 69,525.566                        |
| ResMed Common Stock             | 11/11/2013                           |  | F                              |   | 2,982 (4) \$ 50.74  | D  | 66,543.566                        |
| ResMed Common                   | 11/11/2013                           |  | F                              |   | 1,503 (5) \$ 50.74  | D  | 65,040.566                        |

Stock

ResMed  
Common Stock 11/11/2013 M 3,915 A \$ 25.54 68,955.566 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)

| 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                | \$ 25.54   | 11/11/2013                           |  | M                              | 3,915   | 11/17/2010 <sup>(6)</sup> 12/17/2016                     | ResMed Common Stock   | 3,915 |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| PENDARVIS DAVID<br>RESMED INC.<br>9001 SPECTRUM CENTER BLVD.<br>SAN DIEGO, CA 92123 |               |           | Chief Administrative Officer |       |

## Signatures

David Pendarvis, Chief Administrative Officer 11/13/2013

\*\*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) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 12/17/2009 and vesting 11/11/2013.
- (2) Includes 237.032 shares purchased on October 31, 2013, 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 vesting 11/11/2013.
- (4) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/16/2011 and vesting 11/11/2013.
- (5) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/15/2012 and vesting 11/11/2013.
- (6) Represents date options first became available. Options vest 1/4 per year on the anniversary of the grant.

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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