

Douglas Robert Andrew
Form 4
August 07, 2012

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 *
Douglas Robert Andrew

(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)
08/03/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

COO ResMed Inc.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
ResMed Common Stock	08/03/2012		M	23,333	A \$ 23.095	81,023.637	D
ResMed Common Stock	08/03/2012		S	23,333	D \$ 34.64 (2)	57,690.637	D
ResMed Common Stock	08/03/2012		M	23,334	A \$ 23.095	81,024	D
ResMed Common	08/03/2012		S	23,334	D \$ 35 (2) (3)	58,223.9682	D

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ResMed Common Stock Options	\$ 23.095	08/03/2012		M	23,333	11/10/2007 ⁽¹⁾ 11/10/2013	ResMed Common Stock 23,333
ResMed Common Stock Options	\$ 23.095	08/03/2012		M	23,334	11/10/2007 ⁽¹⁾ 11/10/2013	ResMed Common Stock 23,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Douglas Robert Andrew RESMED INC. 9001 SPECTRUM CENTER BLVD. SAN DIEGO, CA 92123			COO ResMed Inc.	

Signatures

Robert Douglas, Chief Operating Officer,
ResMed Inc.

08/07/2012

__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. Options vest 1/4 annually.

(2) Transaction executed pursuant to 10b5-1.

(3) Includes 533.3312 shares purchased on April 30, 2012, pursuant to the company ESPP.

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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