

RESPIRONICS INC
Form 4
March 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
MILES JOHN C II

(Last) (First) (Middle)
27810 RIVERWALK WAY
(Street)
BONITA SPRINGS, FL 34134

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/06/2008		U		12,573	D	\$ 66 0

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 number.

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
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		8,572.833		(1)	(1)	Common Stock	8,572.833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILES JOHN C II 27810 RIVERWALK WAY BONITA SPRINGS, FL 34134		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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