

RESMED INC  
Form 4  
November 13, 2014

**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 \*  
Farrell Michael J.

(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)  
11/11/2014

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 Executive 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)
				(A) or (D)	Price		
ResMed Common Stock	11/11/2014		F	2,796 (1)	\$ 51.15	141,321 (2)	D
ResMed Common Stock	11/11/2014		F	5,964 (3)	\$ 51.15	135,357	D
ResMed Common Stock	11/11/2014		F	3,006 (4)	\$ 51.15	132,351	D
ResMed Common	11/11/2014		F	3,525 (5)	\$ 51.15	128,826	D

Stock

ResMed  
Common Stock      11/11/2014      F      6,470  
(6)      D      \$ 51.15      122,356      D

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.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farrell Michael J. RESMED INC. 9001 SPECTRUM CENTER BLVD SAN DIEGO, CA 92123			Chief Executive Officer	

## Signatures

Michael J. Farrell, Chief Executive Officer  
11/13/2014

\_\_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 11/11/2010 and vesting on 11/11/2014.

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- (2) Includes 270,197 shares purchased on October 31, 2014, through the company's Employee Stock Purchase Plan.
- (3) Disposition to issuer for tax withholding upon vesting of Performance-based Restricted Stock Units granted on 11/16/2011 and vesting on 11/11/2014.
- (4) Disposition to issuer for tax withholding upon vesting of Performance-based Restricted Stock Units granted on 11/15/2012 and vesting on 11/11/2014.
- (5) Disposition to issuer for tax withholding upon vesting of Performance-based Restricted Stock Units granted on 3/1/2013 and vesting on 11/11/2014.
- (6) Disposition to issuer for tax withholding upon vesting of Performance-based Restricted Stock Units granted on 11/13/2013 and vesting on 11/11/2014.

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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