

RESPIRONICS INC  
 Form 4  
 November 22, 2002  
 SEC Form 4

<p style="text-align: center;"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>Waters, Geoffrey C.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>4860 4th Street</b></p> <hr/> <p>(Street)  <b>Boulder, CO 80304</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Respironics                  RESP</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>11/22/2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b><u>Pres., International Division</u></b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

**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)
			Code	V	Amount	A/D	Price			
common stock	11/22/2002		M		2250	A	\$8.4375	7,238	D	
common stock	11/22/2002		M		1800	A	\$12.1563	9,038	D	
common stock	11/22/2002		s		1450	D	\$31.130	7,588	D	
common stock	11/22/2002		s		100	D	\$31.240	7488	D	
common stock	11/22/2002		s		300	D	\$31.240	7188	D	

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common stock	11/22/2002		s		100	D	\$31.240	7080	D	
common stock	11/22/2002		s		100	D	\$31.250	6988	D	
common stock	11/22/2002		s		500	D	\$31.250	6488	D	
common stock	11/22/2002		s		500	D	\$31.200	5988	D	
common stock	11/22/2002		s		200	D	\$31.220	5788	D	
common stock	11/22/2002		s		100	D	\$31.22	5688	D	
common stock	11/22/2002		s		100	D	\$31.22	5588	D	
common stock	11/22/2002		s		300	D	\$31.221	5288	D	
common stock	11/22/2002		s		100	D	\$31.265	5188	D	
common stock	11/22/2002		s		100	D	\$31.25	5088	D	
common stock	11/22/2002		s		100	D	\$31.250	4988	D	

**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(DE) and Expiration Date(ED) (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 Beneficially Owned Following Reported Transaction (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
stock option	\$12.1563	11/22/2002		m		6610		8/21/99	8/21/2008	common stock	6,610	\$12.1563	6610
stock option	\$8.4375	11/22/2002		m		2250		10/12/99	10/12/2009	common stock	2250	\$8.4375	2250

**Explanation of Responses:**

Same-Day Sale Exercise

**By:**  
/s/ Dorita A. Pishko; Attorney-in-Fact  
11/22/2002

\*\* Signature of Reporting Person  
 Date

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SEC 1474 (9-02)

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.