**RESMED INC** Form 4 February 06, 2015

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005 Estimated average

Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WAREHAM JOHN P |          |             | 2. Issuer Name and Ticker or Trading Symbol RESMED INC [RMD] | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|----------|-------------|--|---|--|--|
| (Last)   | (First)  | (Middle)    | 3. Date of Earliest Transaction                              | (Check all applicable)  |  |  |
| 4300 N. HARB   | OR BLVD  | · · · · · · | (Month/Day/Year)<br>02/04/2015                               | X Director 10% Owner<br>Officer (give title below) Other (specify below)                                |  |  |
|  | (Street) |             | 4. If Amendment, Date Original Filed(Month/Day/Year)         | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |
| FULLERTON, CA 92834-3100                                 |          |             |  | Form filed by More than One Reporting Person  |  |  |

| FULLERTON, 0 | CA 92834-3100 |
|--------------|---------------|
|--------------|---------------|

(City)

| (City)                               | (State)                                 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |         |                     |  |  |   |
|--------------------------------------|---|--|--|--|---------|---------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>bor Dispos<br>(Instr. 3, | ed of ( | ` ′                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| ResMed<br>Common<br>Stock            | 02/04/2015                              |  | M                                      | 36,000                                 | A       | \$ 25.54            | 49,000   | D  |   |
| ResMed<br>Common<br>Stock            | 02/04/2015                              |  | S                                      | 36,000                                 | D       | \$<br>63.489<br>(2) | 13,000   | D  |   |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year |                    | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |                           |
|---|---|--------------------------------------|---|--|---|---|--------------------|---|---------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date Exercisable  | Expiration<br>Date | Title   | Amo<br>or<br>Num<br>of Sh |
| ResMed<br>Common<br>Stock<br>Options                | \$ 25.54  | 02/04/2015                           |   | M                                      | 36,000  | 11/11/2012(1)   | 12/17/2016         | ResMed<br>Commmon<br>Stock                            | 36,                       |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|----------------------------------|---------------|-----------|---------|-------|--|--|--|
| Toporous O was I tame, I tau oss | Director      | 10% Owner | Officer | Other |  |  |  |
| WAREHAM JOHN P                   |               |           |         |       |  |  |  |
| 4300 N. HARBOR BLVD              | X             |           |         |       |  |  |  |
| FULLERTON, CA 92834-3100         |               |           |         |       |  |  |  |

## **Signatures**

John P.

Wareham 02/06/2015

\*\*Signature of Date
Reporting Person

## **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 became fully vested. These options cliff vested on the first November 11 following the grant date.
- This transaction was executed in multiple trades at prices ranging from \$63.37 to \$63.49. The price reported above reflects the weighted (2) average sale price. The reporting person will provide full information regarding the number of shares and prices at which the transaction was effected upon request to the SEC staff, the issuer or the security holder of the issuer.

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.

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