

Douglas Robert Andrew  
 Form 4  
 August 07, 2012

**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 \*  
 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  
 Officer (give title below) \_\_\_ Other (specify below)  
 COO ResMed Inc.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| 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)  | 58,223.9682  | D (3)   |

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| ResMed Common Stock Options                | \$ 23.095  | 08/03/2012                           |  | M                              | 23,333  | 11/10/2007 <sup>(1)</sup> 11/10/2013                     | ResMed Common Stock   | 23,333                     |
| ResMed Common Stock Options                | \$ 23.095  | 08/03/2012                           |  | M                              | 23,334  | 11/10/2007 <sup>(1)</sup> 11/10/2013                     | ResMed Common Stock   | 23,334                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Douglas Robert Andrew<br>RESMED INC.<br>9001 SPECTRUM CENTER BLVD.<br>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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