

PENDARVIS DAVID
Form 4
February 13, 2009

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 *
PENDARVIS DAVID

(Last) (First) (Middle)
14040 DANIELSON STREET
(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RESMED INC [RMD]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2009

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)
Sr. VP, General Counsel

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	(D)	Price
ResMed Common Stock	02/12/2009		S		952	D	\$ 42.3401 2,863.342
ResMed Common Stock	02/12/2009		M		1	A	\$ 13.815 2,864.342
ResMed Common Stock	02/12/2009		S		1	D	\$ 42.255 2,863.342
ResMed Common	02/12/2009		M		4,654	A	\$ 18.7 7,517.342

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Stock								
ResMed Common Stock	02/12/2009		S	4,654	D	\$ 42.2394 (2)	2,863.342	D
ResMed Common Stock	02/12/2009		M	12,000	A	\$ 20.745	14,863.342	D
ResMed Common Stock	02/12/2009		S	12,000	D	\$ 42.255 (3)	2,863.342	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ResMed Common Stock	\$ 13.815	02/12/2009		M	1	10/01/2003 ⁽¹⁾ 10/01/2012	ResMed Common Stock 1
ResMed Common Stock	\$ 18.7	02/12/2009		M	4,654	05/27/2004 ⁽¹⁾ 05/27/2013	ResMed Common Stock 4,654
ResMed Common Stock Options	\$ 20.745	02/12/2009		M	12,000	12/19/2004 ⁽¹⁾ 12/19/2013	ResMed Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

PENDARVIS DAVID
14040 DANIELSON STREET
POWAY, CA 92064

Sr. VP, General Counsel

Signatures

David Pendarvis

02/13/2009

**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 first date options become exercisable.

This transaction was executed in multiple trades at prices ranging from \$42.21 to \$42.31. The price reported above reflects the weighted 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.

(3) This transaction was executed in multiple trades at prices ranging from \$42.21 to \$42.35. The price reported above reflects the weighted 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.

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