

Darkin Donald
Form 4
November 03, 2010

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 *
Darkin Donald

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9001 SPECTRUM CENTER BLVD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2010

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

Sr. Vice President, Interfaces

SAN DIEGO, CA 92123

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/01/2010		M		5,000 A \$ 20.34	45,000	D
ResMed Common Stock	11/01/2010		S		5,000 D \$ 31.2771 (2)	40,000	D
ResMed Common Stock	11/01/2010		M		5,000 A \$ 21.675	45,000	D
ResMed Common	11/01/2010		S		5,000 D \$ 31.3059 (4)	40,000	D

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Stock

(3)

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
						Date Exercisable	Expiration Date		
ResMed Common Stock Options	\$ 20.34	11/01/2010		M	5,000	09/01/2007 ⁽¹⁾	09/01/2016	ResMed Common Stock	5,000
ResMed Common Stock Options	\$ 21.675	11/01/2010		M	5,000	10/01/2009 ⁽¹⁾	10/01/2015	ResMed Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Darkin Donald 9001 SPECTRUM CENTER BLVD SAN DIEGO, CA 92123			Sr. Vice President, Interfaces	

Signatures

Donald Darkin, Sr. Vice President, Interfaces Strategic Business Unit

11/03/2010

 **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 became exercisable.

This transaction was executed in multiple trades at prices ranging from \$31.27 to \$31.29. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$31.30 to \$31.31. 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) Reflects post-split shares beneficially owned.

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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