

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

|   |           |
|---|-----------|
| OMB Number:                                     | 3235-0287 |
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><u>EISEN PAUL</u><br><br>(Last) (First) (Middle)<br><u>69 CARINDA DRIVE</u><br><br>(Street)<br><u>GLENHAVEN C3 2156</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>RESMED INC [ RMD ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><u>Sr. V P, Asia Pacific</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>05/08/2006</u>    |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |   |   |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price     |   |  |  |
| ResMed Common Stock             | 05/08/2006                           |  | M                              |   | 4,400   | A          | \$20.745  | 4,400   | D  |  |
| ResMed Common Stock             | 05/08/2006                           |  | S                              |   | 4,400   | D          | \$47.6966 | 0   | D  |  |
| ResMed Common Stock             | 05/08/2006                           |  | M                              |   | 6,450   | A          | \$24.935  | 6,450   | D  |  |
| ResMed Common Stock             | 05/08/2006                           |  | S                              |   | 6,450   | D          | \$47.6966 | 0   | 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 and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| ResMed Stock Options                       | \$20.745   | 05/08/2006                           |  | M                              |   |  | 4,400 | 12/19/2004   | 12/12/2013      | ResMed Common Stock   | 4,400                      | \$0  | 55,600   | D   |  |
| ResMed Stock Options                       | \$24.935   | 05/08/2006                           |  | M                              |   |  | 6,450 | 01/20/2006   | 01/20/2015      | ResMed Common Stock   | 6,450                      | \$0  | 49,150   | D   |  |

Explanation of Responses:

Remarks:

Paul Eisen

\*\* Signature of Reporting Person

05/09/2006

Date

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.

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