

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

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

1. Name and Address of Reporting Person * <u>Darkin Donald</u> (Last) (First) (Middle) <u>9001 SPECTRUM CENTER BLVD</u> (Street) <u>SAN DIEGO CA 92123</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RESMED INC [RMD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Sr. Vice President, Interfaces</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/04/2011		M		12,500	A	\$23.095	42,500	D	
ResMed Common Stock	02/04/2011		S		12,500	D	\$32.052 ⁽²⁾	30,000	D	
ResMed Common Stock	02/04/2011		M		2,000	A	\$21.025	32,000	D	
ResMed Common Stock	02/04/2011		S		2,000	D	\$32.052 ⁽²⁾	30,000	D	
ResMed Common Stock	02/04/2011		M		15,000	A	\$15.52	45,000	D	
ResMed Common Stock	02/04/2011		S		15,000	D	\$32.052 ⁽²⁾	30,000	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 Common Stock Options	\$23.095	02/04/2011		M			12,500	11/10/2007 ⁽¹⁾	11/10/2013	ResMed Common Stock	12,500	\$0	0	D	
ResMed Common Stock Options	\$21.025	02/04/2011		M			2,000	11/07/2008 ⁽¹⁾	11/07/2014	ResMed Common Stock	2,000	\$0	2,000	D	
ResMed Common Stock Options	\$15.52	02/04/2011		M			15,000	11/20/2009 ⁽¹⁾	11/20/2015	ResMed Common Stock	15,000	\$0	75,000	D	

Explanation of Responses:

1. Represents first date options became exercisable.

2. This transaction was executed in multiple trades at prices ranging from \$31.98 to \$32.145. 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.

Remarks:

Donald Darkin, Sr. Vice President, Interfaces Strategic Business Unit 02/08/2011

** Signature of Reporting Person 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.