

## 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 *<br><u>FARRELL PETER C</u><br><br>(Last) (First) (Middle)<br><u>RESMED INC.</u><br><u>9001 SPECTRUM CENTER BOULEVARD</u><br><br>(Street)<br><u>SAN DIEGO CA 92123</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>RESMED INC [ RMD ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/15/2011</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Chairman and CEO</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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             | 11/15/2011                           |  | G                              |   | 200,000 <sup>(1)</sup>  | A          | \$0   | 726,959   | D  |   |
| ResMed Common Stock             |                                      |  |                                |   |   |            |       | 3,317   | I  | Peter C. Farrell April 2010 Annuity Trust             |
| ResMed Common Stock             |                                      |  |                                |   |   |            |       | 21,391  | I  | Peter C. Farrell July 2010 Annuity Trust              |
| ResMed Common Stock             |                                      |  |                                |   |   |            |       | 0   | I  | Peter C. Farrell November 2010 Annuity Trusts         |
| ResMed Common Stock             |                                      |  |                                |   |   |            |       | 200,000   | I  | Peter C. Farrell December 2010 Annuity Trust          |
| ResMed Common Stock             |                                      |  |                                |   |   |            |       | 200,000   | I  | Peter C. Farrell August 2011 Annuity Trust            |

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 |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| ResMed Common Stock Options                | \$27.58  | 11/16/2011                           |  | A                              |   | 250,000  | 11/11/2012 <sup>(2)</sup>                                | 11/16/2018      | ResMed Common Stock   | 250,000                    | \$0  | 250,000  | D   |  |

## Explanation of Responses:

1. Transaction represents a distribution from the Peter C. Farrell November 2010 Annuity Trust (the "Trust") of 200,000 shares to the Peter C. Farrell Trust (of which Dr. Farrell is the Trustee). Per the terms of the trust, 90% of the original value was to be transferred to Dr. Farrell at the end of the first year. Since the value of the stock on the funding date was higher than the current stock price, 100% of the stock was distributed.

2. Represents date options first become available. Options vest 1/4 annually until fully vested.

Remarks:

[Peter C. Farrell](#)  
\*\* Signature of Reporting Person

[11/18/2011](#)  
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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