

**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

<b>1. Name and Address of Reporting Person *</b> <u>PENDARVIS DAVID</u>  (Last) (First) (Middle) <u>RESMED INC.</u> <u>9001 SPECTRUM CENTER BLVD.</u>  (Street) <u>SAN DIEGO CA 92123</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>RESMED INC [ RMD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Chief Administrative Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/11/2013</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X 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	(A) or (D)	Price			
ResMed Common Stock	11/11/2013		F		2,609 <sup>(1)</sup>	D	\$50.74	72,321.566 <sup>(2)</sup>	D	
ResMed Common Stock	11/11/2013		F		2,796 <sup>(3)</sup>	D	\$50.74	69,525.566	D	
ResMed Common Stock	11/11/2013		F		2,982 <sup>(4)</sup>	D	\$50.74	66,543.566	D	
ResMed Common Stock	11/11/2013		F		1,503 <sup>(5)</sup>	D	\$50.74	65,040.566	D	
ResMed Common Stock	11/11/2013		M		3,915	A	\$25.54	68,955.566	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	\$25.54	11/11/2013		M		3,915		11/17/2010 <sup>(6)</sup>	12/17/2016	ResMed Common Stock	3,915	\$0	66,085	D	

**Explanation of Responses:**

- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 12/17/2009 and vesting 11/11/2013.
- Includes 237,032 shares purchased on October 31, 2013, pursuant to ResMed's Employee Stock Purchase Plan.
- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/11/2010 and vesting 11/11/2013.
- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/16/2011 and vesting 11/11/2013.
- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/15/2012 and vesting 11/11/2013.
- Represents date options first became available. Options vest 1/4 per year on the anniversary of the grant.

**Remarks:**

David Pendarvis, Chief  
Administrative Officer

11/13/2013

\*\* 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.

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