

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>Douglas Robert Andrew</u> (Last) (First) (Middle) <u>RESMED INC.</u> <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>President and COO ResMed Inc.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/03/2014</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	11/03/2014		M ⁽¹⁾		2,500	A	\$15.52	47,297	I	Douglas Family Trust
ResMed Common Stock	11/03/2014		S ⁽¹⁾		2,500	D	\$52	44,797	I	Douglas Family Trust
ResMed Common Stock	11/03/2014		M ⁽¹⁾		5,000	A	\$18.67	49,797	I	Douglas Family Trust
ResMed Common Stock	11/03/2014		S ⁽¹⁾		5,000	D	\$51.751 ⁽³⁾	44,797	I	Douglas Family Trust
ResMed Common Stock	11/03/2014		S ⁽¹⁾		500	D	\$52	44,297	I	Douglas Family Trust
ResMed Common Stock								72,215 ⁽⁴⁾	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	\$15.52	11/03/2014		M ⁽¹⁾			2,500	11/20/2009 ⁽²⁾	11/20/2015	ResMed Common Stock	2,500	\$0	0	I	Douglas Family Trust
ResMed Common Stock Options	\$18.67	11/03/2014		M ⁽¹⁾			5,000	08/01/2009 ⁽²⁾	08/01/2015	ResMed Common Stock	5,000	\$0	15,000	I	Douglas Family Trust

Explanation of Responses:

- The transaction was conducted under a 10b5-1 Plan as defined under the Securities Exchange Act of 1934, as amended.
- Represents date options first became exercisable. Options vest 1/4 per year on the anniversary of the grant.
- This transaction was executed in multiple trades at prices ranging from \$51.54 to \$52.00. 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.
- Includes 250,774 shares purchased on October 31, 2014, through ResMed's Employee Stock Purchase Plan

Remarks:

Robert Douglas, President and
Chief Operating Officer, ResMed Inc. 11/05/2014

** 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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