

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>Hollingshead James</u> (Last) (First) (Middle) C/O RESMED INC. 9001 SPECTRUM CENTER BLVD. (Street) SAN DIEGO CA 92123 (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 X Officer (give title below) Other (specify below) President, Americas
	3. Date of Earliest Transaction (Month/Day/Year) 11/11/2014	
	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	11/11/2014		M		7,143	A	\$51.15	54,619 ⁽²⁾	D	
ResMed Common Stock	11/11/2014		F		2,685 ⁽³⁾	D	\$51.15	51,934	D	
ResMed Common Stock	11/11/2014		M		10,000	A	\$51.15	61,934	D	
ResMed Common Stock	11/11/2014		F		5,055 ⁽⁴⁾	D	\$51.15	56,879	D	
ResMed Common Stock	11/11/2014		M		5,760	A	\$51.15	62,639	D	
ResMed Common Stock	11/11/2014		F		3,006 ⁽⁵⁾	D	\$51.15	59,633	D	
ResMed Common Stock	11/11/2014		F		2,088 ⁽⁶⁾	A	\$51.15	57,545	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 Performance RSU	\$0	11/11/2014		M			7,143	11/11/2014	(1)	ResMed Common Stock	7,143	\$0	0	D	
ResMed Performance RSU	\$0	11/11/2014		M			10,000	11/11/2014	(1)	ResMed Common Stock	10,000	\$0	10,000	D	
ResMed Performance RSUs	\$0.00	11/11/2014		M			5,760	11/11/2014	(1)	ResMed Common Stock	5,760	\$0	5,760	D	

Explanation of Responses:

- Only unvested RSUs expire on termination of employment.
- Includes 153,400 shares of stock purchased on April 30, 2014 and 344,666 shares of stock purchased on October 31, 2014, 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 vested on 11/11/2014.
- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/16/2011 and vested on 11/11/2014.
- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/15/2012 and vested on 11/11/2014.
- Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/13/2013 and vested on 11/11/2014.

Remarks:

James R. Hollingshead, President, Americas 11/13/2014

** 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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