

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

☐ 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>FARRELL PETER C</u> (Last) (First) (Middle) <u>RESMED INC.</u> <u>9001 SPECTRUM CENTER BOULEVARD</u> (Street) <u>SAN DIEGO CA 92123</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RESMED INC [RMD]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	11/18/2014		M ⁽¹⁾		36,000	A	\$15.52	292,375	D	
ResMed Common Stock	11/18/2014		S ⁽¹⁾		36,000	D	\$52.393 ⁽⁴⁾	256,375	D	
ResMed Common Stock	11/19/2014		A		2,442	A	\$0	258,817	D	
ResMed Common Stock								22,783	I	Peter C. Farrell Grantor Retained Annuity Trust dated December 2012 ⁽⁵⁾
ResMed Common Stock								200,000	I	Peter C. Farrell Grantor Retained Annuity Trust dated March 4, 2014 ⁽⁵⁾
ResMed Common Stock								200,000	I	Peter C. Farrell Grantor Retained Annuity Trust dated October 14, 2014 ⁽⁵⁾

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	11/18/2014		M ⁽¹⁾			36,000	11/20/2009 ⁽²⁾	11/20/2015	ResMed Common Stock	36,000	\$0	157,557	D	
ResMed Common Stock Options	\$52.02	11/19/2014		A		11,815		11/11/2014 ⁽³⁾	11/19/2021	ResMed Common Stock	11,815	\$0	11,815	D	

Explanation of Responses:

1. The transaction was conducted under a 10b5-1 Plan as defined under the Securities Exchange Act of 1934, as amended.
2. Represents date options first became exercisable. Options vest 1/4 annually on the anniversary of the grant.
3. Options vest in full (i) on the first Nov. 11 following the grant date or (ii) the first annual shareholder's meeting following grant date. Options have a required holding period until the earlier of (i) Nov. 11 of the third year following grant date or (ii) six months following termination of directorship.
4. This transaction was executed in multiple trades at prices ranging from \$51.91 to \$52.393. 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.
5. Securities held by Larry Poster, Trustee of the Peter C. Farrell Grantor Retained Annuity Trust.

Remarks:

Peter C. Farrell, Executive
Chairman

11/20/2014

** 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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