

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>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>01/02/2015</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 |
|--|---|---|

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 | 01/02/2015 | | M ⁽¹⁾ | | 36,000 | A | \$15.52 | 203,864 | D | |
| ResMed Common Stock | 01/02/2015 | | S ⁽¹⁾ | | 36,000 | D | \$56.99 ⁽³⁾ | 167,864 | D | |
| ResMed Common Stock | | | | | | | | 22,783 | I | Peter C. Farrell Grantor Retained Annuity Trust dated December 2012 ⁽⁴⁾ |
| ResMed Common Stock | | | | | | | | 200,000 | I | Peter C. Farrell Grantor Retained Annuity Trust dated March 4, 2014 ⁽⁴⁾ |
| ResMed Common Stock | | | | | | | | 200,000 | I | Peter C. Farrell Grantor Retained Annuity Trust dated October 14, 2014 ⁽⁴⁾ |

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 | | | | | |
| ResMed Common Stock Options | \$15.52 | 01/02/2015 | | M ⁽¹⁾ | | | 36,000 | 11/20/2009 ⁽²⁾ | 11/20/2015 | ResMed Common Stock | \$0 | 85,557 | 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. This transaction was executed in multiple trades at prices ranging from \$56.42 to \$57.35. 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 by the SEC staff, the issuer, or the security holder of the issuer.

Remarks:

Peter C. Farrell, Executive
Chairman

01/06/2015

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.