

GARMIN LTD  
Form 4  
May 08, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLEY GARY V**

(Last) (First) (Middle)  
**1200 EAST 151ST STREET**  
  
(Street)

**OLATHE, KS 66062**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GARMIN LTD [GRMN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/05/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President- Marketing**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	05/05/2006		M	4,200 A \$ 14	11,305	D	
Common Shares	05/05/2006		M	1,500 A \$ 20.75	12,805	D	
Common Shares	05/05/2006		M	2,200 A \$ 29.79	15,005	D	
Common Shares	05/05/2006		M	1,300 A \$ 54.54	16,305	D	
Common Shares	05/05/2006		M	800 A \$ 39.88	17,105	D	

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Common Shares	05/05/2006	S	500	D	\$ 95.49	16,605	D
Common Shares	05/05/2006	S	200	D	\$ 95.5	16,405	D
Common Shares	05/05/2006	S	500	D	\$ 95.51	15,905	D
Common Shares	05/05/2006	S	100	D	\$ 95.48	15,805	D
Common Shares	05/05/2006	S	300	D	\$ 95.42	15,505	D
Common Shares	05/05/2006	S	200	D	\$ 95.51	15,305	D
Common Shares	05/05/2006	S	100	D	\$ 95.41	15,205	D
Common Shares	05/05/2006	S	100	D	\$ 95.4	15,105	D
Common Shares	05/05/2006	S	200	D	\$ 95.36	14,905	D
Common Shares	05/05/2006	S	7,800	D	\$ 95.35	7,105	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 14	05/05/2006		M	4,200	12/07/2001 <sup>(1)</sup> 12/06/2010	Common Shares	4,200

(Right to Buy)

Employee Stock

Option (Right to Buy)	\$ 20.75	05/05/2006	M	1,500	12/21/2002 <sup>(2)</sup>	12/21/2011	Common Shares	1,500
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Employee Stock

Option (Right to Buy)	\$ 29.79	05/05/2006	M	2,200	12/26/2003 <sup>(3)</sup>	12/26/2012	Common Shares	2,200
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Employee Stock

Option (Right to Buy)	\$ 54.54	05/05/2006	S	1,300	12/23/2004 <sup>(4)</sup>	12/23/2013	Common Shares	1,300
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Employee Stock

Option (Right to Buy)	\$ 39.88	05/05/2006	S	800	09/23/2005 <sup>(5)</sup>	09/23/2014	Common Shares	800
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY GARY V 1200 EAST 151ST STREET OLATHE, KS 66062			Vice President- Marketing	

## Signatures

Gary V. Kelley                      05/08/2006

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

\* 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).

- (1) The option vested in five equal annual installments commencing on December 7, 2001.
- (2) The option vests in five equal annual installments commencing on December 21, 2002
- (3) The option vests in five equal annual installments commencing on December 26, 2003
- (4) The option vests in five equal annual installments commencing on December 23, 2004
- (5) The option vests in five equal annual installments commencing on September 23, 2005

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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