

Biddlecombe Sean
 Form 4
 December 11, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 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 *
 Biddlecombe Sean

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 LIBERTY HOUSE, HOUNSDOWN
 BUSINESS PARK

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Managing Director EMEA

(Street)
 SOUTHAMPTON, X0 SO409LR

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Registered Shares	12/10/2012		A		1,281 (1)	A	\$ 0	10,971 (2)	D
Registered Shares	12/10/2012		F		173 (3)	D	\$ 41.82	10,798 (4)	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.

SEC 1474
 (9-02)

Edgar Filing: Biddlecombe Sean - Form 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biddlecombe Sean LIBERTY HOUSE HOUNSDOWN BUSINESS PARK SOUTHAMPTON, X0 SO409LR			Managing Director EMEA	

Signatures

Joshua H. Maxfield,
Attorney-in-Fact

12/11/2012

__Signature of Reporting Person Date

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) Shares were acquired pursuant to a grant of restricted stock units under the Garmin Ltd. 2005 Equity Incentive Plan. The award vests in three equal annual installments beginning on December 10, 2013.
Includes (a) 1,500 unvested shares acquired pursuant to a grant of 3,750 restricted stock units in December 2008 (the award vests in five equal annual installments), (b) 948 unvested shares acquired pursuant to a grant of 1,580 restricted stock units in December 2009 (the award vests in five equal annual installments), (c) 1,332 unvested shares that were acquired pursuant to a grant of 1,665 restricted stock units in December 2010 (the award vests in five equal annual installments), (d) 1,340 unvested shares that were acquired pursuant to a grant of 1,340 restricted stock units in December 2011 (the award vests in five equal annual installments), (e) 1,281 unvested shares that were acquired pursuant to a grant of 1,281 restricted stock units in December 2012 (the award vests in three equal annual installments), and (f) 465 shares that were acquired by the reporting person under the employee stock purchase plan in June 2012.
- (3) On December 10, 2012, 333 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2010 vested and were paid to the reporting person. 173 of these 333 shares were withheld to pay the resulting tax liability.
- (4) Includes (a) 1,500 unvested shares acquired pursuant to a grant of 3,750 restricted stock units in December 2008 (the award vests in five equal annual installments), (b) 948 unvested shares acquired pursuant to a grant of 1,580 restricted stock units in December 2009 (the award vests in five equal annual installments), (c) 999 unvested shares that were acquired pursuant to a grant of 1,665 restricted stock units in December 2010 (the award vests in five equal annual installments), (d) 1,340 unvested shares that were acquired pursuant to a

Edgar Filing: Biddlecombe Sean - Form 4

grant of 1,340 restricted stock units in December 2011 (the award vests in five equal annual installments), and (e) 1,281 unvested shares that were acquired pursuant to a grant of 1,281 restricted stock units in December 2012 (the award vests in three equal annual installments).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.