

GARMIN LTD
 Form 4
 December 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Pokorny Brian James

(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)
 12/12/2013

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 - Operations

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Registered Shares	12/12/2013		F	573 ⁽¹⁾	\$ 47.51	D	
Registered Shares	12/14/2013		F	171 ⁽³⁾	\$ 47.05	D	

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

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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
Pokorny Brian James 1200 EAST 151ST STREET OLATHE, KS 66062			Vice President - Operations	

Signatures

Joshua H. Maxfield,
Attorney-in-Fact

12/16/2013

**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) On December 12, 2013, 1,800 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2008 described in Footnote 2 vested and were paid to the reporting person. 573 of these 1,800 shares were withheld to pay the resulting tax liability.
- (2) Includes (a) 1,334 unvested shares acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five annual installments); (b) 666 unvested shares acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five annual installments); (c) 2,148 unvested shares acquired pursuant to a grant of 2,685 restricted stock units on December 14, 2011 (the award vests in five annual installments); (d) 1,710 unvested shares acquired pursuant to an award of 2,565 restricted stock units on December 10, 2012 (the award vests in three annual installments); and (f) 1,839 unvested shares acquired pursuant to the grant of restricted stock units on December 10, 2013 (the award vests in three equal annual installments).
- (3) On December 14, 2013, 537 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2011 described in Footnote 2 vested and were paid to the reporting person. 171 of these 537 shares were withheld to pay the resulting tax liability.
- (4) Includes (a) 1,334 unvested shares acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five annual installments); (b) 666 unvested shares acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five annual installments); (c) 1,611 unvested shares acquired pursuant to a grant of 2,685 restricted stock units on December 14, 2011 (the award vests in five annual installments); (d) 1,710 unvested shares acquired pursuant to an award of 2,565

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restricted stock units on December 10, 2012 (the award vests in three annual installments); and (f) 1,839 unvested shares acquired pursuant to the grant of restricted stock units on December 10, 2013 (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.