

GARMIN LTD
Form 4
June 04, 2015

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 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 *
Huang Pao-Chang

(Last) (First) (Middle)
NO. 68, JANGSHU 2ND ROAD, SIJHIH
(Street)

TAIWAN, F5

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2015

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)
General Manager - Garmin Corp.

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 or Price		
Registered Shares	05/19/2015		M		8,000 A \$ 21.59	37,643 ⁽¹⁾	D
Registered Shares	05/19/2015		D		3,763 D \$ 45.91	33,880 ⁽¹⁾	D
Registered Shares	05/19/2015		S		4,237 D \$ 45.91	29,643 ⁽¹⁾	D
Registered Shares	05/19/2015		M		11,000 A \$ 30.66	40,643 ⁽¹⁾	D
Registered Shares	05/19/2015		D		7,347 D \$ 45.91	33,296 ⁽¹⁾	D

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Registered Shares 05/19/2015 S 3,653 D \$ 45.91 29,643 (1) 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)	Amount or Number of Shares
Stock-Settled Stock Appreciation Right	\$ 21.59	05/19/2015		M	8,000	(2) 06/23/2015	Registered Shares	8,000
Stock-Settled Stock Appreciation Right	\$ 30.66	05/19/2015		M	11,000	(3) 12/16/2015	Registered Shares	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huang Pao-Chang NO. 68, JANGSHU 2ND ROAD SIJHIH TAIWAN, F5			General Manager - Garmin Corp.	

Signatures

By Joshua H. Maxfield,
Attorney-in-Fact 06/04/2015

**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) Includes 9,002 unvested shares acquired pursuant to restricted stock unit awards previously granted.

(2) The stock appreciation right vested in five equal annual installments beginning on June 23, 2006.

(3) The stock appreciation right vested in five equal annual installments beginning on December 16, 2006.

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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