Darkin Donald
Form 4
February 08, 2011

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 *
Darkin Donald

(Last) (First) (Middle)

9001 SPECTRUM CENTER BLVD

(Street)

SAN DIEGO, CA 92123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RESMED INC [RMD]

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. Vice President, Interfaces

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/04/2011		M		12,500	A	$ 23.095	42,500	D	
ResMed Common Stock	02/04/2011		S		12,500	D	$ 32.052 (2)	30,000	D	
ResMed Common Stock	02/04/2011		M		2,000	A	$ 21.025	32,000	D	
ResMed Common	02/04/2011		S		2,000	D	$ 32.052	30,000	D	

Stock						(2)		
ResMed Common Stock	02/04/2011	M	15,000	A	$ 15.52	45,000	D	
ResMed Common Stock	02/04/2011	S	15,000	D	$ 32.052 (2)	30,000	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ResMed Common Stock Options	$ 23.095	02/04/2011		M			12,500	11/10/2007 (1)	11/10/2013	ResMed Common Stock	12,500
ResMed Common Stock Options	$ 21.025	02/04/2011		M			2,000	11/07/2008 (1)	11/07/2014	ResMed Common Stock	2,000
ResMed Common Stock Options	$ 15.52	02/04/2011		M			15,000	11/20/2009 (1)	11/20/2015	ResMed Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Darkin Donald			Sr. Vice President, Interfaces	

9001 SPECTRUM CENTER BLVD
SAN DIEGO, CA 92123

Signatures

Donald Darkin, Sr. Vice President, Interfaces Strategic Business Unit	02/08/2011
**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) Represents first date options became exercisable.

(2) This transaction was executed in multiple trades at prices ranging from $31.98 to $32.145. 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 to the SEC staff, the issuer or the security holder of the issuer.

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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