

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-04**

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REPORTING OWNER

Straub Philip

CIK: **1533581**

Type: **4** | Act: **34** | File No.: **000-31983** | Film No.: **111183060**

Mailing Address

*1200 EAST 151ST STREET
OLATHE KS 66062*

ISSUER

GARMIN LTD

CIK: **1121788** | IRS No.: **980229227** | State of Incorporation: **V8** | Fiscal Year End: **1230**

SIC: **3812** Search, detection, navigation, guidance, aeronautical sys

Mailing Address

*MUHLENTALSTRASSE 2
SCHAFFHAUSEN V8 CH-8200*

Business Address

*MUHLENTALSTRASSE 2
SCHAFFHAUSEN V8 CH-8200
41 52 630 1600*

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

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

| | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person Straub Philip | | | 2. Issuer Name and Ticker or Trading Symbol GARMIN LTD [GRMN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Man. Director - Aviation | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/04/2011 | | | | | |
| 1200 EAST 151ST STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) | | | | | | | | |
| OLATHE, KS 66062 | | | | | | | | |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common shares | 11/04/2011 | | M | | 2,500 | A | \$10.38 | 27,076 ⁽²⁾ | D | |
| Common shares | 11/04/2011 | | S | | 2,500 | D | \$35.38 ⁽³⁾ | 24,576 ⁽²⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-------|--|------------------------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Employee stock option (right to buy) | \$10.38 | 11/04/2011 | | M | | | 2,500 | | ⁽¹⁾ 12/21/2011 | Common shares 2,500 | \$ 0 | 0 | D | |

Explanation of Responses:

1. The stock option vested in five equal annual installments, beginning on December 21, 2002.

2. The number of shares reported in Column 2 of Table I includes: (1) 6,000 unvested shares acquired pursuant to an award of restricted stock units in December 2008 (the award vests in five equal annual installments beginning in December 2009); (2) 3,200 unvested shares acquired pursuant to an award of restricted stock units in December 2009 (the award vests in five equal annual installments beginning in December 2010); and (3) 4,000 unvested shares acquired pursuant to an award of restricted stock units in December 2010 (the award vests in five equal annual installments beginning in December 2011).
3. The price reported in Column 4 is a weighted average price. The Common Shares were sold in separate transactions on the same day at prices ranging from \$35.37 to \$35.40 per share. The reporting person undertakes to provide to Garmin Ltd., any security holder of Garmin Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this Footnote.

Signatures

By Joshua Maxfield, Attorney-in-Fact

** Signature of Reporting Person

11/07/2011

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.