

Biddlecombe Sean
Form 4
March 20, 2012

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 *
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)
03/16/2012

____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	03/16/2012		M		4,700 A \$ 21.59	13,925 ⁽¹⁾	D
Common Shares	03/16/2012		D		2,165 D \$ 46.88	11,760 ⁽¹⁾	D
Common Shares	03/16/2012		F		1,318 D \$ 46.88	10,442 ⁽¹⁾	D
Common Shares	03/16/2012		M		1,200 A \$ 14.9	11,642 ⁽¹⁾	D
Common Shares	03/16/2012		S		1,200 D \$ 46.73	10,442 ⁽¹⁾	D

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

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(9-02)

**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 (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 Appreciation Right	\$ 21.59	03/16/2012		M	4,700	Date Exercisable: <u>(2)</u> , Expiration Date: 06/23/2015	Common Shares	4,700
Stock Option (right to buy)	\$ 14.9	03/16/2012		M	1,200	Date Exercisable: <u>(3)</u> , Expiration Date: 12/26/2012	Common Shares	1,200

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, 03/20/2012
Attorney-in-Fact

**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) The number of shares reported in Column 5 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 beginning in December 2009), (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 beginning in December 2010), (c) 1,332 unvested shares that were acquired pursuant to a grant of 1,665 restricted stock units in December 2010 (the

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award vests in five equal annual installments beginning in December 2011), (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 beginning in December 2012), and (3) 422 shares that were acquired for the reporting person's account under the employee stock purchase plan.

- (2) The stock appreciation right vested in five equal annual installments beginning on June 23, 2006.
- (3) The stock option vested in five equal annual installments beginning on December 26, 2003.

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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