BEVEVINO DANIEL J

Form 4

January 29, 2003

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

1. Name and Address of Reporting Person*

Bevevino, Daniel J.

(Last) (First)
(Middle)

1010 Murry Ridge Lane

(Street)

Murrysville, PA 15668

(City) (State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Respironics RESP

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for (Month/Day/Year

01/28/2003

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_ Director _ 10% Owner X Officer (give title below) _ Other (specify below)

Description Vice President and CFO

- 7. 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. Transactio Code (Instr. 8)		4. Securities Acquired (A) nor Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	٧	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	01/28/2003		М		1809	Α	\$18.4688	20621	D			
Common Stock	01/28/2003		s		1809	D	\$31.33	18812	D			
Common Stock	01/28/2003		М		3191	Α	\$18.4688	22003	D			
Common Stock	01/28/2003		s		3191	D	\$31.33	18812	D			
Common Stock	01/28/2003		М		725	A	\$24.625	19537	D			

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Common Stock	01/28/2003	s	725	D	\$31.33	18812	D	
Common Stock	01/28/2003	М	8000	Α	\$8.4375	26812	D	
Common Stock	01/28/2003	s	8000	D	\$31.33	18812	D	
Common Stock	01/28/2003	М	2700	Α	\$12.1563	21512	D	
Common Stock	01/28/2003	F	1045	D	\$31.39	20467	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. Transactio Code (Instr.8)		5. Number of nDerivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number Deriva Securi Benefi Owned Follow Report Transa (Instr.4
				Code	V	А	D	DE	ED	Title	Amount or Number of Shares		
Stock Option	\$18.4688	01/28/2003		М		1809		08/18/2001	08/18/2010	Common Stock	11239	\$18.4688	
Stock Option	\$18.4688	01/28/2003		М		3191		08/18/2001	08/18/2010	Common Stock	8761	\$18.4688	
Stock Option	\$24.625	01/28/2003		М		725		11/19/1998	11/19/2007	Common Stock	2900	\$24.625	
Stock Option	\$8.4375	01/28/2003		М		8000		10/12/2000	10/12/2009	Common Stock	16000	\$8.4375	
Stock Option	\$12.1563	01/28/2003		М		2700		08/21/1999	08/21/2008	Common Stock	10800	\$12.1563	

Explanation of Responses:

The nature of this filing is to reflect (1) same day sale exercise and (2) the exercise of stock options through the utilization of the stock swap method.

By: Date:

/s/ Dorita A. Pishko; Attorney-in-fact

01/29/2003

** Signature of Reporting Person

SEC 1474 (9-02)

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

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

 $^{^{\}star}$ 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).

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