RESPIRONICS INC

Form 4

February 23, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

response... 0.5

1(b).

(Print or Type Responses)

WATERS GEOFFREY C

1. Name and Address of Reporting Person *

			RESPIRONICS INC [RESP]					(Check all applicable)			
(Last) (First) (Middle) 4860 4TH STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2007					Director 10% Owner Other (specify below) President - International			
(Street) 4. If A				If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
BOULDER	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative (Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	02/12/2007			M	600	A	\$ 16.34	9,292	D		
Common Stock	02/12/2007			S	600	D	\$ 42.07	9,892	D		
Common Stock	02/12/2007			M	8,600	A	\$ 20.34	18,492	D		
Common Stock	02/12/2007			S	8,600	D	\$ 42.07	9,892	D		
Common Stock	02/12/2007			M	3,380	A	\$ 16.34	13,272	D		

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Common Stock	02/13/2007	M	11,400	A	\$ 20.34	24,672	D
Common Stock	02/13/2007	S	11,400	D	\$ 41.8	13,272	D
Common Stock	02/13/2007	M	782	A	\$ 16.34	14,054	D
Common Stock	02/13/2007	S	782	D	\$ 41.89	13,272	D
Common Stock	02/14/2007	S	1,000	D	\$ 41.75	12,272	D
Common Stock	02/20/2007	G <u>(1)</u>	569	D	\$ 42.2	11,703	D
Common Stock	02/20/2007	G(2)	569	D	\$ 42.2	11,134	D

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Stock Option	\$ 16.34	02/12/2007		M	600	08/16/2003	08/16/2012	Common Stock	600
Stock Option	\$ 20.34	02/12/2007		M	8,600	08/27/2004	08/27/2013	Common Stock	8,600
Stock Option	\$ 16.34	02/12/2007		M	3,380	08/16/2003	08/16/2012	Common Stock	3,380
Stock Option	\$ 20.34	02/13/2007		M	11,400	08/27/2004	08/27/2013	Common Stock	11,400
Stock Option	\$ 16.34	02/13/2007		M	782	08/16/2003	08/16/2012	Common Stock	782

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WATERS GEOFFREY C 4860 4TH STREET BOULDER, CO 80304

President - International

Signatures

Dorita A. Pishko; Attorney-in-Fact 02/22/2007

**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) Gift to minor son Matt Waters who shares reporting person's household.
- (2) Gift to minor son Tom Waters who shares reporting person's household.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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