

RESPIRONICS INC
Form 4
March 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
MCDONALD SEAN

(Last) (First) (Middle)

79 WOODLAND ROAD

(Street)

PITTSBURGH, PA 15232

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RESPIRONICS INC [RESP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	03/06/2008		U	5,053 D \$ 66 0		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)

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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
Stock Option	\$ 50.15	03/06/2008		D		10,200	11/15/2002 11/15/2011	Common Stock	10,200
Stock Option	\$ 50.4	03/06/2008		D		10,200	11/21/2003 11/21/2012	Common Stock	10,200
Stock Option	\$ 44.18	03/06/2008		D		13,000	11/21/2004 11/21/2013	Common Stock	13,000
Stock Option	\$ 38.31	03/06/2008		D		13,000	11/19/2005 11/19/2014	Common Stock	13,000
Stock Option	\$ 26.78	03/06/2008		D		13,000	11/18/2006 11/18/2015	Common Stock	13,000
Stock Option	\$ 30.7	03/06/2008		D		9,700	11/17/2007 11/17/2016	Common Stock	9,700
Stock Option	\$ 15.5	03/06/2008		D		13,000	11/16/2008 11/16/2017	Common Stock	13,000
Stock Option	\$ 52.91	03/06/2008		D		10,200	11/21/2001 11/21/2010	Common Stock	10,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD SEAN 79 WOODLAND ROAD PITTSBURGH, PA 15232	X			

Signatures

Dorita A. Pishko;
Attorney-in-Fact

03/10/2008

__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).

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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