

Pokorny Brian James
 Form 4
 December 11, 2012

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 *
 Pokorny Brian James

(Last) (First) (Middle)
 1200 EAST 151ST STREET
 (Street)

OLATHE, KS 66062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GARMIN LTD [GRMN]

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2012

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)
 Vice President - Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Registered Shares	12/10/2012		A		2,565 (1)	A	\$ 0
Registered Shares	12/10/2012		F		209 (3)	D	\$ 41.82
							17,772 (2)
							17,563 (4)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Relationship categories include Director, 10% Owner, Officer, and Other.

Signatures

Joshua H. Maxfield, Attorney-in-Fact, 12/11/2012

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) Shares were acquired pursuant to a grant of restricted stock units under the Garmin Ltd. 2005 Equity Incentive Compensation Plan. The award vests in three equal annual installments beginning on December 10, 2013.
Includes: (a) 2,668 unvested shares that were acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments), (b) 1,998 unvested shares that were acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments), (c) 3,600 unvested shares that were acquired pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments), (d) 2,685 unvested shares that were acquired pursuant to an award of restricted stock units on December 14, 2011 (the award vests in five equal annual installments), and (e) 2,565 unvested shares that were acquired pursuant to an award of restricted stock units on December 10, 2012 (the award vests in three equal annual installments).
(3) On December 10, 2012, 667 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2010 vested and were paid to the reporting person. 209 of these 667 shares were withheld to pay the resulting tax liability.
(4) Includes: (a) 2,001 unvested shares that were acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments), (b) 1,998 unvested shares that were acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments), (c) 3,600 unvested shares that were acquired pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments), (d) 2,685 unvested shares that were acquired pursuant to an award of restricted stock units on December 14, 2011 (the award vests in five equal annual

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installments), and (e) 2,565 unvested shares that were acquired pursuant to an award of restricted stock units on December 10, 2012 (the award vests in three equal annual installments).

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.