

Straub Philip
Form 4
December 11, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Straub Philip

(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)

VP, Man. Director - Aviation

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		4,488 ⁽¹⁾	A	\$ 0	32,565 ⁽²⁾	D
Registered Shares	12/10/2012		F		251 ⁽³⁾	D	\$ 41.82	32,314 ⁽⁴⁾	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)

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Straub Philip 1200 EAST 151ST STREET OLATHE, KS 66062			VP, Man. Director - Aviation	

Signatures

By Joshua Maxfield,
Attorney-in-Fact

12/11/2012

Date

**Signature of Reporting Person

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 Plan. The award vests in three equal annual installments beginning on December 10, 2013.
Includes (a) 3,200 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments), (b) 2,400 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments), (c) 4,000 unvested shares that were acquired pursuant to a grant of 10,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments), (d) 3,760 unvested shares acquired pursuant to the award of 3,760 restricted stock units on December 14, 2011 (the award vests in five equal annual installments), and (e) 4,488 unvested shares acquired pursuant to the award of 4,448 restricted stock units on December 10, 2012 (the award vests in three equal annual installments).
- (3) On December 10, 2012, 800 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. 251 of these 800 shares were withheld to pay the resulting tax liability.
- (4) Includes (a) 2,400 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments), (b) 2,400 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments), (c) 4,000 unvested shares that were acquired pursuant to a grant of 10,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments), (d) 3,760 unvested shares acquired pursuant to the award of 3,760 restricted stock units on December 14, 2011 (the award vests in five equal annual installments), and (e)

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4,488 unvested shares acquired pursuant to the award of 4,448 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.