

GARMIN LTD
Form 4
May 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Huang Pao-Chang

(Last) (First) (Middle)
NO. 68, JANGSHU 2ND ROAD, SIJHIH
(Street)

TAPEI, F5

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

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)
General Manager - Garmin Corp.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Registered Shares | 05/23/2014 | | M | V | 16,000 A \$ 19.94 | 42,349 ⁽¹⁾ | D |
| Registered Shares | 05/23/2014 | | S | V | 16,000 D \$ 57.256 | 26,349 ⁽¹⁾ | D |
| | | | | | ⁽²⁾ | | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option (right to buy) | \$ 19.94 | 05/23/2014 | | M | 16,000 | <u>(3)</u> 09/23/2014 | Registered Shares | 16,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Huang Pao-Chang NO. 68, JANGSHU 2ND ROAD SIJHIH TAPEI, F5 | | | General Manager - Garmin Corp. | |

Signatures

Joshua H. Maxfield,
Attorney-in-Fact

05/27/2014

__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) Includes (a) 1,760 unvested shares acquired pursuant to an award of 4,400 restricted stock units on December 10, 2010 (the award vests in five equal annual installments); (b) 854 unvested shares acquired pursuant to an award of 4,270 restricted stock units on December 11, 2009 (the award vests in five equal annual installments); (c) 2,256 unvested shares acquired pursuant to a grant of 3,760 restricted stock units on December 14, 2011 (the award vests in five equal annual installments); (d) 2,564 unvested shares acquired pursuant to an award of 3,846 restricted stock units on December 10, 2012 (the award vests in three equal annual installments); and (e) 3,063 unvested shares acquired pursuant to the grant of 3,063 restricted stock units on December 10, 2013 (the award vests in three equal annual installments).

(2) This is a weighted average price. The Registered Shares were sold in separate transactions on the same day at prices ranging from \$57.25 to \$57.315 per share. The reporting person undertakes to provide to Garmin Ltd., any security holder of Garmin Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Registered Shares sold at each separate price within the range set forth in this Footnote.

(3) The stock option vested in five equal annual installments beginning on September 23, 2005.

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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