

GARMIN LTD
Form 4
February 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
Biddlecombe Sean

(Last) (First) (Middle)

LIBERTY HOUSE, HOUNSDOWN
BUSINESS PARK

(Street)

SOUTHAMPTON, X0 SO409LR

(City) (State) (Zip)

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

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

02/21/2014

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)

Managing Director, EMEA

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 (A) or Price (D)		
Registered Shares	02/21/2014		M		662 A \$ 0	13,393 ⁽¹⁾	D
Registered Shares	02/21/2014		M		78 A \$ 0	13,471 ⁽¹⁾	D
Registered Shares	02/21/2014		M		87 A \$ 0	13,558 ⁽¹⁾	D
Registered Shares	02/21/2014		S		1,290 D \$ 51.82	12,268 ⁽¹⁾	D
Registered Shares	02/21/2014		S		827 D \$ 51.91	11,441 ⁽¹⁾	D

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

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(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. 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
Stock-settled stock appreciation right	\$ 46.15	02/21/2014		M	6,000	06/09/2008 06/09/2016	Registered Shares	6,000
Stock-settled stock appreciation right	\$ 51.07	02/21/2014		M	5,000	12/05/2008 12/05/2016	Registered Shares	5,000
Stock-settled stock appreciation right	\$ 50.97	02/21/2014		M	5,000	06/06/2010 06/06/2018	Registered Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biddlecombe Sean LIBERTY HOUSE HOUNSDOWN BUSINESS PARK SOUTHAMPTON, X0 SO409LR			Managing Director, EMEA	

Signatures

By Josh Maxfield,
Attorney-in-Fact

02/21/2014

**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) 666 unvested shares acquired pursuant to an award of 1,665 restricted stock units on December 10, 2010 (the award vests in five annual installments); (b) 316 unvested shares acquired pursuant to an award of 1,580 restricted stock units on December 11, 2009 (the award vests in five annual installments); (c) 804 unvested shares acquired pursuant to a grant of 1,340 restricted stock units on December 14, 2011 (the award vests in five annual installments); (d) 854 unvested shares acquired pursuant to an award of 1,281 restricted stock units on December 10, 2012 (the award vests in three annual installments); and (e) 1,227 unvested shares acquired pursuant to the grant of restricted stock units on December 10, 2013 (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.

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