

ELLER DONALD
Form 4
November 08, 2011

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 *
ELLER DONALD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3111 BEL AIR DRIVE, #18G
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2011

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

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/04/2011 | | S | 1,000 (1) | D \$ 35.26 | 63,714 | D |
| Common Stock | 11/04/2011 | | S | 1,200 | D \$ 35.27 | 62,514 | D |
| Common Stock | 11/04/2011 | | S | 900 | D \$ 35.28 | 61,614 | D |
| Common Stock | 11/04/2011 | | S | 1,299 | D \$ 35.29 | 60,315 | D |
| Common Stock | 11/04/2011 | | S | 1,500 | D \$ 35.3 | 58,815 | D |
| | 11/04/2011 | | S | 1,795 | D | 57,020 | D |

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| | | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|---------|---|--------------------|
| Common Stock | | | | | \$ 35.31 | | | |
| Common Stock | 11/04/2011 | S | 3,300 | D | \$ 35.32 | 53,720 | D | |
| Common Stock | 11/04/2011 | S | 3,247 | D | \$ 35.33 | 50,473 | D | |
| Common Stock | 11/04/2011 | S | 2,801 | D | \$ 35.34 | 47,672 | D | |
| Common Stock | 11/04/2011 | S | 4,755 | D | \$ 35.35 | 42,917 | D | |
| Common Stock | 11/04/2011 | S | 3,631 | D | \$ 35.36 | 39,286 | D | |
| Common Stock | 11/04/2011 | S | 6,500 | D | \$ 35.37 | 32,786 | D | |
| Common Stock | 11/04/2011 | S | 400 | D | \$ 35.37 | 32,386 | D | |
| Common Stock | 11/04/2011 | S | 4,900 | D | \$ 35.38 | 27,486 | D | |
| Common Stock | 11/04/2011 | S | 5,900 | D | \$ 35.39 | 21,586 | D | |
| Common Stock | 11/04/2011 | S | 7,719 | D | \$ 35.4 | 13,867 | D | |
| Common Stock | 11/04/2011 | S | 5,719 | D | \$ 35.41 | 8,148 | D | |
| Common Stock | 11/04/2011 | S | 3,128 | D | \$ 35.42 | 5,020 | D | |
| Common Stock ⁽²⁾ | 11/04/2011 | S | 2,021 | D | \$ 35.43 | 2,999 | D | |
| Common Stock | 11/04/2011 | S | 1,979 | D | \$ 35.43 | 824,304 | I | See ⁽³⁾ |
| Common Stock | 11/04/2011 | S | 2,568 | D | \$ 35.44 | 821,736 | I | See ⁽³⁾ |
| Common Stock | 11/04/2011 | S | 3,503 | D | \$ 35.45 | 818,233 | I | See ⁽³⁾ |
| Common Stock | 11/04/2011 | S | 2,047 | D | \$ 35.46 | 816,186 | I | See ⁽³⁾ |
| Common Stock | 11/04/2011 | S | 2,900 | D | \$ 35.47 | 813,286 | I | See ⁽³⁾ |
| Common Stock | 11/04/2011 | S | 2,109 | D | \$ 35.48 | 811,177 | I | See ⁽³⁾ |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| ELLER DONALD 3111 BEL AIR DRIVE, #18G LAS VEGAS, NV 89109 | | X | | |

Signatures

John Granda, Attorney in Fact for Donald Eller
 11/08/2011
 **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) This is the first of two Forms 4 filed by the Reporting Person on the same date.
- (2) The unvested shares are owned pursuant to a grant of restricted stock units under the Garmin Ltd. 2011 Non-Employee Directors Equity Incentive Plan. The restricted stock units vest in three equal annual installments beginning on June 3, 2012.
- (3) Shares owned by the Donald H. Eller Living Trust, dated June 10, 1999.

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.