

Pokorny Brian James
Form 4
December 16, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
12/14/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President - Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Shares	12/10/2011		F	209 ⁽¹⁾ D	\$ 37.64 17,336 ⁽²⁾	D	
Common Shares	12/11/2011		F	209 ⁽³⁾ D	\$ 37.64 17,127 ⁽⁴⁾	D	
Common Shares	12/12/2011		F	566 ⁽⁵⁾ D	\$ 37.96 16,561 ⁽⁶⁾	D	
Common Shares	12/14/2011		A	2,685 ⁽⁷⁾ A	\$ 0 19,246 ⁽⁸⁾	D	
Common Shares	12/15/2011		G	V 252 D	\$ 0 18,994	D	

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Common Shares	12/15/2011	S	2,606	D	\$ 37.35	16,388	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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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 Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pokorny Brian James 1200 EAST 151ST STREET OLATHE, KS 66062			Vice President - Operations	

Signatures

Joshua H. Maxfield,
Attorney-in-Fact

****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).
- On December 10, 2011, 667 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2010 described in Footnote 2 vested and were paid to the reporting person. 209 of these 667 shares were withheld to pay the resulting tax liability.
- (2) The number of shares reported in Row 1 of Column 5 includes: (a) 2,668 unvested shares that were acquired by the reporting person pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on

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December 10, 2011), (b) 2,664 unvested shares that were acquired by the reporting person pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 5,400 unvested shares that were acquired by the reporting person pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).

- (3) On December 11, 2011, 666 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2009 described in Footnote 2 vested and were paid to the reporting person. 209 of these 666 shares were withheld to pay the resulting tax liability.

- (4) The number of shares reported in Row 2 of Column 5 includes: (a) 2,668 unvested shares that were acquired by the reporting person pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011), (b) 1,998 unvested shares that were acquired by the reporting person pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 5,400 unvested shares that were acquired by the reporting person pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).

- (5) On December 12, 2011, 1,800 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2008 described in Footnote 2 vested and were paid to the reporting person. 566 of these 1,800 shares were withheld to pay the resulting tax liability.

- (6) The number of shares reported in Row 3 of Column 5 includes: (a) 2,668 unvested shares that were acquired by the reporting person pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011), (b) 1,998 unvested shares that were acquired by the reporting person pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 3,600 unvested shares that were acquired by the reporting person pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).

- (7) Shares were acquired pursuant to a grant of restricted stock units under the Garmin Ltd. 2005 Equity Incentive Plan. The award vests in five equal annual installments beginning December 2012.

- (8) The number of shares reported in Row 4 of Column 5 includes: (a) 2,668 unvested shares that were acquired by the reporting person pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011), (b) 1,998 unvested shares that were acquired by the reporting person pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), (c) 3,600 unvested shares that were acquired by the reporting person pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009), and (d) the 2,685 unvested shares that were acquired by the reporting person pursuant to the award of restricted stock units reported in Row 4 of Column 4.

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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