

GARMIN LTD
Form 4
December 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)
12/10/2013

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 (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 (D) Price | | |
| Registered Shares | 12/10/2013 | | A | | 1,839 (1) \$ 0 | D | |
| Registered Shares | 12/10/2013 | | F | | 484 (3) \$ 49.07 | D | |
| Registered Shares | 12/11/2013 | | F | | 212 (4) \$ 48.64 | D | |

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

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number.

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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

12/12/2013

**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) Shares were acquired pursuant to a grant of restricted stock units under the Garmin Ltd. Equity Incentive Plan. The award vests in three equal annual installments beginning in December 2014.
Includes (a) 1,334 unvested shares acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five annual installments); (b) 1,332 unvested shares acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five annual installments); (c) 1,800 unvested shares acquired pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five annual installments); (d) 2,148 unvested shares acquired pursuant to a grant of 2,685 restricted stock units on December 14, 2011 (the award vests in five annual installments); (e) 1,710 unvested shares acquired pursuant to an award of 2,565 restricted stock units on December 10, 2012 (the award vests in five annual installments); (f) 1,839 unvested shares acquired pursuant to the grant of restricted shares described in Footnote 1; and (g) 402 shares acquired by the reporting person under the Employee Stock Purchase Plan in June 2013.
- (3) On December 10, 2013, 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. 212 of these 667 shares were withheld to pay the resulting tax liability. Also on December 10, 2013, 855 shares that were acquired by the reporting person pursuant to the award of restricted stock units in December 2013 described in Footnote 2 vested and were paid to the reporting person. 272 of these 885 shares were withheld to pay the

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resulting tax liability.

- On December 11, 2013, 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. 212 of these 666 shares were withheld to pay the resulting tax liability.

- Includes (a) 1,334 unvested shares acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five annual installments); (b) 666 unvested shares acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five annual installments); (c) 1,800 unvested shares acquired pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five annual installments); (d) 2,148 unvested shares acquired pursuant to a grant of 2,685 restricted stock units on December 14, 2011 (the award vests in five annual installments); (e) 1,710 unvested shares acquired pursuant to an award of 2,565 restricted stock units on December 10, 2012 (the award vests in five annual installments); and (f) 1,839 unvested shares acquired pursuant to the grant of restricted shares described in Footnote 1.

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.