

Pokorny Brian James
Form 4
December 19, 2012

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

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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)
12/17/2012

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)
Registered Shares	12/17/2012		M	15,000	A \$ 27.27 31,620 ⁽¹⁾	D	
Registered Shares	12/17/2012		M	20,000	A \$ 19.94 51,620 ⁽¹⁾	D	
Registered Shares	12/17/2012		S	35,000	D \$ 41 16,620 ⁽¹⁾	D	
Registered Shares	12/17/2012		S	4,256	D \$ 40.946 ⁽²⁾ 12,364 ⁽¹⁾	D	
Registered Shares	12/17/2012		S	2,518	D \$ 40.85 ⁽³⁾ 9,846 ⁽¹⁾	D	

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Registered Shares	12/18/2012	M	10,000	A	\$ 21.59	19,846 ⁽¹⁾	D
Registered Shares	12/18/2012	D	5,157	D	\$ 41.87	14,689 ⁽¹⁾	D
Registered Shares	12/18/2012	F	1,802	D	\$ 41.87	12,887 ⁽¹⁾	D
Registered Shares	12/18/2012	M	12,000	A	\$ 30.66	24,887 ⁽¹⁾	D
Registered Shares	12/18/2012	D	8,788	D	\$ 41.87	16,099 ⁽¹⁾	D
Registered Shares	12/18/2012	F	1,331	D	\$ 41.87	14,768 ⁽¹⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 27.27	12/17/2012		M	15,000	⁽⁴⁾ 12/23/2013	Registered Shares 15,000
Employee stock option (right to buy)	\$ 19.94	12/17/2012		M	20,000	⁽⁵⁾ 09/23/2014	Registered Shares 20,000
Stock appreciation right	\$ 21.59	12/18/2012		M	10,000	⁽⁶⁾ 06/23/2015	Registered Shares 10,000
Stock appreciation	\$ 30.66	12/18/2012		M	12,000	⁽⁷⁾ 12/16/2015	Registered Shares 12,000

right

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

12/19/2012

__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).

- Includes: (a) 2,001 unvested shares that were acquired pursuant to an award of 3,335 restricted stock units on December 10, 2010 (the award vests in five equal annual installments), (b) 1,332 unvested shares that were acquired pursuant to an award of 3,330 restricted stock units on December 11, 2009 (the award vests in five equal annual installments), (c) 1,800 unvested shares that were acquired pursuant to an award of 9,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments), (d) 2,148 unvested shares that were acquired pursuant to an award of restricted stock units on December 14, 2011 (the award vests in five equal annual installments), and (e) 2,565 unvested shares that were acquired pursuant to an award of restricted stock units on December 10, 2012 (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 \$40.94 to \$40.951 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) This is a weighted average price. The Registered Shares were sold in separate transactions on the same day at prices ranging from \$40.8501 to \$40.851 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.

- (4) The stock option vested in five equal annual installments beginning on December 23, 2004

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

- (6) The stock appreciation right vested in five equal annual installments beginning on June 23, 2006.

- (7) The stock appreciation right vested in five equal annual installments beginning on December 16, 2006.

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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