

Pokorny Brian James
 Form 4
 December 16, 2011

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

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)
 1200 EAST 151ST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2011

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

Vice President - Operations

OLATHE, KS 66062

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| 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

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

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SEC 1474 (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 Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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
Date: 12/16/2011

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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