

Pokorny Brian James
 Form 4
 December 19, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 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)
 12/17/2012

____ 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 or Price		
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

Edgar Filing: Pokorny Brian James - Form 4

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Amount or Number of Shares	
				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.

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.