

Bartel Danny J
 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 *
Bartel Danny J

(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
 Officer (give title below) Other (specify below)
 Vice President, Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or (D) Price | | | |
| Common Shares | 12/10/2011 | | F | 293 ⁽¹⁾ D \$ 37.64 | 65,637 ⁽²⁾ | D | |
| Common Shares | 12/11/2011 | | F | 293 ⁽³⁾ D \$ 37.64 | 65,344 ⁽⁴⁾ | D | |
| Common Shares | 12/12/2011 | | F | 754 ⁽⁵⁾ D \$ 37.96 | 64,590 ⁽⁶⁾ | D | |
| Common Shares | 12/14/2011 | | A | 3,760 ⁽⁷⁾ A \$ 0 | 68,350 ⁽⁸⁾ | D | |
| Common Shares | | | | | 1,400 | I | Spouse has signing |

authority
for an
account
that holds
these
shares

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Bartel Danny J 1200 EAST 151ST STREET OLATHE, KS 66062 | | | Vice President, | Worldwide Sales |

Signatures

Joshua H. Maxfield,
Attorney-in-Fact

12/16/2011

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)

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On December 10, 2011, 933 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. 293 of these 933 shares were withheld to pay the resulting tax liability.

The number of Common Shares reported in Row 1 of Column 5 includes (a) 3,732 unvested shares acquired pursuant to an award of 4,665 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (2) (b) 3,736 unvested shares acquired pursuant to an award of 4,670 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 7,200 unvested shares that were acquired pursuant to a grant of 12,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).

On December 11, 2011, 934 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. 293 of these 934 shares were withheld to pay the resulting tax liability.

- (3)

The number of Common Shares reported in Row 2 of Column 5 includes (a) 3,732 unvested shares acquired pursuant to an award of 4,665 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (4) (b) 2,802 unvested shares acquired pursuant to an award of 4,670 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 7,200 unvested shares that were acquired pursuant to a grant of 12,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).

On December 12, 2011, 2400 shares that were acquired by the reporting person pursuant to the award of restricted stock units in

- (5) December 2008 described in Footnote 2 vested and were paid to the reporting person. 754 of these 2400 shares were withheld to pay the resulting tax liability.

The number of Common Shares reported in Row 3 of Column 5 includes (a) 3,732 unvested shares acquired pursuant to an award of 4,665 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (6) (b) 2,802 unvested shares acquired pursuant to an award of 4,670 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 4,800 unvested shares that were acquired pursuant to a grant of 12,000 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.

The number of Common Shares reported in Row 4 of Column 5 includes (a) 3,732 unvested shares acquired pursuant to an award of 4,665 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (8) (b) 2,802 unvested shares acquired pursuant to an award of 4,670 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), (c) 4,800 unvested shares that were acquired pursuant to a grant of 12,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009), and (d) the 3,760 unvested shares that were acquired pursuant to the award of restricted stock units disclosed 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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