

PEMBLE CLIFTON A  
Form 4  
December 14, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
PEMBLE CLIFTON A

(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)  
12/10/2010

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)

President and COO

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 or (D) Price			
Common Shares	12/10/2010		A		10,000 (1)	A	\$ 0 49,364 (2)	D
Common Shares	12/11/2010		F		629 (3)	D	\$ 30.04 48,735 (4)	D
Common Shares	12/12/2010		F		1,258 (5)	D	\$ 30.04 47,477 (4)	D

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

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The numbers of shares reported in Rows 2 and 3 of Column 5 include (a) 12,000 unvested shares acquired pursuant to an award of 20,000 restricted stock units in December 2008 (the award vests in five equal annual installments beginning in December 2009), (b) 8,000

- (4) unvested shares acquired pursuant to an award of 10,000 restricted stock units in December 2009 (the award vests in five equal annual installments beginning in December 2010), and (c) the 10,000 unvested shares that were acquired pursuant to the grant of restricted stock units disclosed in Column 4 and further described in Footnote (1).

On December 12, 2010, 4,000 shares that were acquired by the reporting person pursuant to the award of restricted stock units in

- (5) December 2008 reported in Footnote 2 vested and were paid to the reporting person. 1,258 of these 4,000 shares were withheld to pay the resulting tax liability.

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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