

Biddlecombe Sean
Form 4
December 16, 2011

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 *
Biddlecombe Sean

(Last) (First) (Middle)

LIBERTY HOUSE, HOUNSDOWN
BUSINESS PARK

(Street)

SOUTHAMPTON, X0 SO409LR

(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)

Managing Director EMEA

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	12/14/2011		A		1,340 ⁽¹⁾	A	\$ 0 9,515 ⁽²⁾ D
Common Shares	12/10/2011		F		169 ⁽³⁾	D	\$ 37.64 9,346 ⁽²⁾ D
Common Shares	12/11/2011		F		161 ⁽⁴⁾	D	\$ 37.64 9,185 ⁽²⁾ D
Common Shares	12/12/2011		F		382 ⁽⁵⁾	D	\$ 37.96 8,803 ⁽²⁾ 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biddlecombe Sean LIBERTY HOUSE HOUNSDOWN BUSINESS PARK SOUTHAMPTON, X0 SO409LR			Managing Director EMEA	

Signatures

Joshua H. Maxfield,
Attorney-in-Fact
Date: 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) 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 shares reported in Column 5 includes (a) 1,500 unvested shares acquired pursuant to a grant of 3,750 restricted stock units in December 2008 (the award vests in five equal annual installments beginning in December 2009), (b) 948 unvested shares acquired pursuant to a grant of 1,580 restricted stock units in December 2009 (the award vests in five equal annual installments beginning in December 2010), (c) 1,332 unvested shares that were acquired pursuant to a grant of 1,665 restricted stock units in December 2010 (the award vests in five equal annual installments beginning in December 2011), and (d) the 1,340 unvested shares that were acquired pursuant to the grant of restricted stock units reported in Column 4.

(3)

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On December 10, 2011, 333 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. 169 of these 333 shares were withheld to pay the resulting tax liability.

(4) On December 11, 2011, 316 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. 161 of these 316 shares were withheld to pay the resulting tax liability.

(5) On December 12, 2011, 750 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. 382 of these 750 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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