

Straub Philip
Form 4
December 16, 2011

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 *
Straub Philip

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)
VP, Man. Director - Aviation

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common shares	12/10/2011		F	251 ⁽¹⁾ D \$ 37.64	24,325 ⁽²⁾	D	
Common shares	12/11/2011		F	251 ⁽³⁾ D \$ 37.64	24,074 ⁽⁴⁾	D	
Common shares	12/12/2011		F	629 ⁽⁵⁾ D \$ 37.96	23,445 ⁽⁶⁾	D	
Common shares	12/14/2011		A	3,760 ⁽⁷⁾ A \$ 0	27,205 ⁽⁸⁾	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)
				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
Straub Philip 1200 EAST 151ST STREET OLATHE, KS 66062			VP, Man. Director - Aviation	

Signatures

By Joshua 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) On December 10, 2011, 800 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 on December 11, 2011. 251 of these 800 shares were withheld to pay the resulting tax liability.
- The number of Common Shares reported in Row 1 of Column 5 includes (a) 3,200 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),
- (2) (b) 3,200 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 6,000 unvested shares that were acquired pursuant to a grant of 10,000 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, 800 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 on December 12, 2011. 251 of these 800 shares were withheld

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to pay the resulting tax liability.

The number of Common Shares reported in Row 2 of Column 5 includes (a) 3,200 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (4) (b) 2,400 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 6,000 unvested shares that were acquired pursuant to a grant of 10,000 restricted stock units on December 12, 2008 (the award vests in five equal annual installments beginning on December 12, 2009).

On December 12, 2011, 2,000 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 on December 13, 2011. 629 of these 2000 shares were withheld to pay the resulting tax liability.

The number of Common Shares reported in Row 3 of Column 5 includes (a) 3,200 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (6) (b) 2,400 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), and (c) 4,000 unvested shares that were acquired pursuant to a grant of 10,000 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) 3,200 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 10, 2010 (the award vests in five equal annual installments beginning on December 10, 2011),

- (8) (b) 2,400 unvested shares acquired pursuant to an award of 4,000 restricted stock units on December 11, 2009 (the award vests in five equal annual installments beginning on December 11, 2010), (c) 4,000 unvested shares that were acquired pursuant to a grant of 10,000 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 acquired 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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