

Huang Pao-Chang  
Form 4  
September 08, 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 \*  
Huang Pao-Chang

(Last) (First) (Middle)  
NO. 68, JANGSHU 2ND ROAD, SIJHIH  
(Street)

TAPEI, F5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GARMIN LTD [GRMN]

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2011

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)  
General Manager - Garmin Corp.

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) |                       |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                       |   |  |
| Common Shares                   | 09/07/2011                           |  | M                              | V   | 11,000  | A  | \$ 10.38  | 35,016 <sup>(2)</sup> | D |  |
| Common Shares                   | 09/07/2011                           |  | S                              |   | 2,259   | D  | \$ 32.44  | 32,757 <sup>(2)</sup> | D |  |
| Common Shares                   | 09/07/2011                           |  | S                              |   | 8,741   | D  | \$ 32.47  | 24,016 <sup>(2)</sup> | D |  |

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

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number.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option (right to buy)       | \$ 10.38   | 09/07/2011                           |  | M                              | 11,000  | (1) 12/21/2011   | Common Shares   | 11,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Huang Pao-Chang<br>NO. 68, JANGSHU 2ND ROAD<br>SIJHIH<br>TAPEI, F5 |               |           | General Manager - Garmin Corp. |       |

## Signatures

Joshua H. Maxfield,  
Attorney-in-Fact

09/08/2011

\_\_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) Stock option vested in five equal annual installments beginning on December 21, 2002.
- The number of shares reported in Column 5 includes (a) 7,200 unvested shares acquired pursuant to an award of 12,000 restricted stock units in December 2008 (the award vests in five equal annual installments beginning in December 2009), (b) 3,416 unvested shares acquired pursuant to an award of 4,270 restricted stock units in December 2009 (the award vests in five equal annual installments beginning in December 2010), and (c) 4,400 unvested shares acquired pursuant to an award of 4,400 restricted stock units in December 2010 (the award vests in five equal annual installments beginning in December 2011).

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.