#### MCDONNELL THOMAS A

Form 4

February 19, 2010

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

burden hours per 0.5 response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCDONNELL THOMAS A			2. Issuer Name <b>and</b> Ticker or Trading Symbol GARMIN LTD [GRMN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)		
333 W. 11TH STREET			(Month/Day/Year) 02/18/2010	X Director 10% Owner Officer (give title below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
KANSAS CITY, MO 64105				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares	02/18/2010		M	3,550	A	\$ 11.27	63,550	D	
Common Shares	02/18/2010		M	3,372	A	\$ 11.87	66,922	D	
Common Shares	02/18/2010		M	2,432	A	\$ 24.68	69,354	D	
Common Shares	02/18/2010		M	3,528	A	\$ 17.01	72,882	D	
Common Shares	02/18/2010		M	1,076	A	\$ 10.19	73,958	D	
	02/18/2010		M	2,750	A		76,708	D	

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Common \$
Shares 21.83

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

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SEC 1474 (9-02)

> 8. I De Sec (In

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 11.27	02/18/2010		M		3,550	<u>(1)</u>	06/08/2011	Common Shares	3,550
Stock option (right to buy)	\$ 11.87	02/18/2010		M		3,372	(2)	06/07/2012	Common Shares	3,372
Stock option (right to buy)	\$ 24.68	02/18/2010		M		2,432	<u>(3)</u>	06/09/2013	Common Shares	2,432
Stock option (right to buy)	\$ 17.01	02/18/2010		M		3,528	<u>(4)</u>	06/04/2014	Common Shares	3,528
Stock option (right to buy)	\$ 10.19	02/18/2010		M		1,076	<u>(5)</u>	03/01/2011	Common Shares	1,076
Stock option (right to	\$ 21.83	02/18/2010		M		2,750	<u>(6)</u>	06/06/2015	Common Shares	2,750

buy)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCDONNELL THOMAS A

333 W. 11TH STREET X

KANSAS CITY, MO 64105

### **Signatures**

Andrew R. Etkind, Attorney-in-Fact

\*\*Signature of Reporting Person

#### **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).

Date

- (1) The option vested in three equal annual installments beginning on June 8, 2002.
- (2) The option vested in three equal annual installments beginning on June 7, 2003
- (3) The option vested in three equal annual installments beginning on June 9, 2004.
- (4) The option vested in three equal annual installments beginning on June 4, 2005.
- (5) The option vested in three equal annual installments beginning on March 1, 2002.
- (6) The option vested in three equal annual installments beginning on June 6, 2006.

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.

Reporting Owners 3