RESPIRONICS INC

Form 4 March 10, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Form 4 or Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * Wilson William

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

(Zip)

RESPIRONICS INC [RESP]

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

03/06/2008

Director 10% Owner

(Check all applicable)

Chief Human Resource Officer

X_ Officer (give title Other (specify below)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PITTSBURGH, PA 15237

108 DARLENE DRIVE

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

\$ 66 0

(A) Transaction(s) or (Instr. 3 and 4) (D) Price

Common Stock

(City)

03/06/2008

Code V Amount U 5,088 D

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 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	\$ 45.66	03/06/2008		D		14,130	08/27/2004	08/27/2013	Common Stock	14,130
Stock Option	\$ 39.23	03/06/2008		D		30,000	08/25/2005	08/25/2014	Common Stock	30,000
Stock Option	\$ 27.05	03/06/2008		D		40,000	08/24/2006	08/24/2015	Common Stock	40,000
Stock Option	\$ 30.67	03/06/2008		D		37,800	08/22/2007	08/22/2016	Common Stock	37,800
Stock Option	\$ 19.58	03/06/2008		D		34,700	08/21/2008	08/21/2017	Common Stock	34,700

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Wilson William

108 DARLENE DRIVE Chief Human Resource Officer

PITTSBURGH, PA 15237

Signatures

Dorita A. Pishko; Attorney-in-Fact 03/10/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).