

ETKIND ANDREW R
Form 4/A
December 28, 2012

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 *
ETKIND ANDREW R

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel, Secretary

MUEHLENTALSTRASSE 2

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
12/19/2012

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SCHAFFHAUSEN, V8 8200

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Registered Shares | 12/17/2012 | | M | | 17,000 A \$ 27.27 | 64,326 ⁽¹⁾ | D |
| Registered Shares | 12/17/2012 | | M | | 10,000 A \$ 19.94 | 74,326 ⁽¹⁾ | D |
| Registered Shares | 12/17/2012 | | M | | 10,000 A \$ 21.59 | 84,326 ⁽¹⁾ | D |
| Registered Shares | 12/17/2012 | | D | | 5,257 D \$ 41.07 | 79,069 ⁽¹⁾ | D |
| Registered Shares | 12/17/2012 | | F | | 1,255 ⁽²⁾ D \$ 41.07 | 77,814 ⁽¹⁾ | D |

| | | | | | | | |
|-------------------|------------|---|--------|---|---------------------|------------|---|
| Registered Shares | 12/17/2012 | S | 12,101 | D | \$ 40.978 (3) | 65,713 (1) | D |
| Registered Shares | 12/17/2012 | S | 14,899 | D | \$ 40.953 (4) | 50,814 (1) | 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ETKIND ANDREW R MUEHLENTALSTRASSE 2 SCHAFFHAUSEN, V8 8200 | | | VP, General Counsel, Secretary | |

Signatures

Andrew R. Etkind 12/28/2012

**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).

Includes (a) 3,999 unvested shares acquired pursuant to an award of 6,665 restricted stock units on December 10, 2010 (the award vests in five equal annual installments), (b) 2,668 unvested shares acquired pursuant to an award of 6,670 restricted stock units on December 11, 2009 (the award vests in five equal annual installments), (c) 3,000 unvested shares that were acquired pursuant to a grant of 15,000 (1) restricted stock units on December 12, 2008 (the award vests in five equal annual installments), (d) 4,296 unvested shares that were acquired pursuant to the award of 5,370 restricted stock units on December 14, 2011 (the award vests in five equal annual installments), and (e) 5,127 unvested shares that were acquired pursuant to a grant of 5,127 restricted stock units on December 10, 2012 (the award vests in three equal annual installments).

Due to an error in the information that was provided to the reporting person by the issuer, the original Form 4 that was filed on December 19, 2012 erroneously reported that 1,703 shares were withheld for tax purposes. This Amendment corrects that error by reporting that (2) 1,255 shares were withheld for tax purposes. This Amendment also corrects errors in the numbers reported in all rows in Column 5 that were due to incorrect information provided to the reporting person by the issuer regarding the numbers of shares withheld for tax purposes from awards of restricted stock units that vested on December 11, 12 and 14 of 2012.

This is a weighted average price. The Registered Shares were sold in separate transactions on the same day at prices ranging from \$40.97 to \$40.99 per share. The reporting person undertakes to provide to Garmin Ltd., any security holder of Garmin Ltd., or the staff of the (3) Securities and Exchange Commission, upon request, full information regarding the number of Registered Shares sold at each separate price within the range set forth in this Footnote.

This is a weighted average price. The Registered Shares were sold in separate transactions on the same day at prices ranging from \$40.95 to \$40.97 per share. The reporting person undertakes to provide to Garmin Ltd., any security holder of Garmin Ltd., or the staff of the (4) Securities and Exchange Commission, upon request, full information regarding the number of Registered Shares sold at each separate price within the range set forth in this Footnote.

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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