

Huang Pao-Chang
 Form 3
 February 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Huang Pao-Chang | | | (Month/Day/Year) | GARMIN LTD [GRMN] | |
| (Last) | (First) | (Middle) | 02/12/2010 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| NO. 68, JANGSHU 2ND ROAD,Â SIJHIH | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) General Manager - Garmin Corp. | | |
| TAPEI,Â F5Â | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 19,616 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|----------------------------|-----------------|---------------|----------------------------|-----------|----------------------------|---|
| Employee stock option (right to buy) | 12/07/2001 ⁽²⁾ | 12/07/2010 | Common Shares | 20,000 | \$ 7 | D | Â |
| Employee stock option (right to buy) | 12/21/2002 ⁽³⁾ | 12/21/2011 | Common Shares | 11,000 | \$ 10.38 | D | Â |
| Employee stock option (right to buy) | 12/26/2003 ⁽⁴⁾ | 12/26/2012 | Common Shares | 16,000 | \$ 14.9 | D | Â |
| Employee stock option (right to buy) | 12/23/2004 ⁽⁵⁾ | 12/23/2013 | Common Shares | 16,000 | \$ 27.27 | D | Â |
| Employee stock option (right to buy) | 09/23/2005 ⁽⁶⁾ | 09/23/2014 | Common Shares | 16,000 | \$ 19.94 | D | Â |
| Stock appreciation right | 06/23/2006 ⁽⁷⁾ | 06/23/2015 | Common Shares | 8,000 | \$ 21.59 | D | Â |
| Stock appreciation right | 12/16/2006 ⁽⁸⁾ | 12/16/2015 | Common Shares | 11,000 | \$ 30.66 | D | Â |
| Stock appreciation right | 06/09/2007 ⁽⁹⁾ | 06/09/2016 | Common Shares | 13,000 | \$ 46.15 | D | Â |
| Stock appreciation right | 12/05/2007 ⁽¹⁰⁾ | 12/05/2016 | Common Shares | 14,000 | \$ 51.07 | D | Â |
| Stock appreciation right | 06/08/2008 ⁽¹¹⁾ | 06/08/2017 | Common Shares | 15,000 | \$ 63.31 | D | Â |
| Stock appreciation right | 12/04/2008 ⁽¹²⁾ | 12/04/2017 | Common Shares | 15,000 | \$ 105.33 | D | Â |
| Stock appreciation right | 06/06/2009 ⁽¹³⁾ | 06/06/2018 | Common Shares | 15,000 | \$ 50.97 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Huang Pao-Chang NO. 68, JANGSHU 2ND ROAD SIJHIH TAPEI, Â F5Â | Â | Â | Â General Manager - Garmin Corp. | Â |

Signatures

Joshua H. Maxfield,
Attorney-in-Fact

02/12/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- The number of shares reported includes: (1) 9,600 Common Shares that were acquired on December 12, 2008 pursuant to a grant of restricted stock units under the Garmin Ltd. 2005 Equity Incentive Plan, which award vests in five equal annual installments beginning on December 12, 2009 (2,400 of the 12,000 Common Shares granted under the award vested on December 12, 2009, leaving 9,600 unvested Common Shares as of the date of this report); (2) 4,270 Common Shares that were acquired on December 11, 2009 pursuant to a grant of restricted stock units under the Garmin Ltd. 2005 Equity Incentive Plan, which award vests in five equal annual installments beginning on December 11, 2010.
- (1) The option vested in five equal annual installments beginning on December 7, 2001.
 - (2) The option vested in five equal annual installments beginning on December 21, 2002.
 - (3) The option vested in five equal annual installments beginning on December 26, 2003.
 - (4) The option vested in five equal annual installments beginning on December 23, 2004.
 - (5) The option vested in five equal annual installments beginning on September 23, 2005.
 - (6) The right vests in five equal annual installments beginning on June 23, 2006.
 - (7) The right vests in five equal annual installments beginning on December 16, 2006.
 - (8) The right vests in five equal annual installments beginning on June 9, 2007.
 - (9) The right vests in five equal annual installments beginning on December 5, 2007.
 - (10) The right vests in five equal annual installments beginning on June 8, 2008.
 - (11) The right vests in five equal annual installments beginning on December 4, 2008.
 - (12) The right vests in five equal annual installments beginning on June 6, 2009.

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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