

WATERS GEOFFREY C  
 Form 4  
 November 21, 2005

**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 \*  
**WATERS GEOFFREY C**

(Last) (First) (Middle)  
 4860 4TH STREET  
 (Street)

BOULDER, CO 80304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**RESPIRONICS INC [RESP]**

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2005

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)

President - International

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/14/2005		M	1,562	A \$ 16.84	15,684	D
Common Stock	11/14/2005		S	1,562	D \$ 38.99	14,122	D
Common Stock	11/14/2005		M	5,938	A \$ 16.84	20,060	D
Common Stock	11/14/2005		S	5,938	D \$ 38.99	14,122	D
Common Stock	11/14/2005		M	4,000	A \$ 16.34	18,122	D

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Common Stock      11/14/2005      S      4,000      D      \$ 16.34      14,122      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. Amount or Number of Shares
Stock Option	\$ 16.84	11/14/2005		M	1,562	08/22/2002 08/22/2011	Common Stock	1,562
Stock Option	\$ 16.84	11/14/2005		M	5,938	08/22/2002 08/22/2011	Common Stock	5,938
Stock Option	\$ 16.34	11/14/2005		M	4,000	08/16/2003 08/16/2012	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERS GEOFFREY C 4860 4TH STREET BOULDER, CO 80304			President - International	

## Signatures

Dorita A. Pishko;      11/19/2005  
Atty-in-Fact

\*\*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).

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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