WATERS GEOFFREY C

Form 4

August 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * WATERS GEOFFREY C (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol RESPIRONICS INC [RESP]				ng	5. Relationship of Reporting Person(s) to Issuer				
			3. Date of Earliest Transaction					(Check all applicable)				
			(Month/Day/Year)					Director	10%	Owner		
4860 4TH STREET			08/19/2005					_X_ Officer (give title Other (specify below) President - International				
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
DOLLI DED	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
BOULDER, CO 80304									Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities A						ities Acq	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct Indirect (D) or Beneficia Indirect (I) Ownershi (Instr. 4) (Instr. 4) On(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	08/18/2005			M	7,832	A	\$ 16.34	22,032	D			
Common Stock	08/18/2005			S	7,832	D	\$ 38	14,200	D			
Common Stock	07/14/2005			G	78	D	\$ 37.13	14,122	D			

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

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number.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 16.34	08/18/2005		M	7,832	08/16/2003	08/16/2012	Common Stock	7,832	

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; Attorney-in-fact 08/19/2005

**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. 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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