

WOODRING PAUL L

Form 4

January 31, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODRING PAUL L

(Last) (First) (Middle)

4910 RANCHO GRANDE

(Street)

DELMAR, CA 92014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President - Hospital Division

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/28/2005		M		5,000	A	\$ 40.675	5,094 D
Common Stock	01/28/2005		S		5,000	D	\$ 57.4	94 D
Common Stock	01/28/2005		M		5,000	A	\$ 33.675	5,094 D
Common Stock	01/28/2005		S		3,950	D	\$ 57.18	1,144 D
Common Stock	01/28/2005		S		1,050	D	\$ 57.1	94 D

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Common Stock	01/28/2005	M	7,500	A	\$ 32.675	7,594	D
Common Stock	01/28/2005	S	7,500	D	\$ 57.45	94	D
Common Stock	01/28/2005	M	3,500	A	\$ 18.469	3,594	D
Common Stock	01/28/2005	S	3,500	D	\$ 57.4	94	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. Dollar Amount of Unexercised Derivative Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 40.675	01/28/2005		M		5,000		08/27/2004	08/27/2013	Common Stock	5,000	\$
Stock Options	\$ 33.675	01/28/2005		M		5,000		08/22/2002	08/22/2011	Common Stock	5,000	\$
Stock Options	\$ 32.675	01/28/2005		M		7,500		08/16/2003	08/16/2012	Common Stock	7,500	\$
Stock Options	\$ 18.469	01/28/2005		M		3,500		08/18/2001	08/18/2010	Common Stock	3,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOODRING PAUL L 4910 RANCHO GRANDE	President - Hospital Division

DELMAR, CA 92014

Signatures

Dorita A. Pishko;
Attorney-in-Fact

01/31/2005

__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.

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