MASIMO CORP Form 4 August 07, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB APPROVAL

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number:

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * de Raad Mark			2. Issuer Name and Ticker or Trading Symbol MASIMO CORP [MASI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
C/O MASIMO DISCOVERY	CORPORA	ATION, 52	(Month/Day/Year) 08/05/2015	Director 10% Owner _X Officer (give title Other (specify below) EVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
IRVINE, CA 9	2618		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative (Securi	ties Acqu	ired, Disposed of	, or Beneficial	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	08/05/2015		M	30,000	A	\$ 10.67	32,660	D	
Common Stock	08/05/2015		S(1)	30,000	D	\$ 42.5	2,660	D	
Common Stock	08/05/2015		M	30,000	A	\$ 10.67	32,660	D	
Common Stock	08/05/2015		S <u>(1)</u>	30,000	D	\$ 45	2,660	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 10.67	08/05/2015		M	30,000	(2)	07/16/2016	Common Stock	30,0
Non-Qualified Stock Option (Right to Buy)	\$ 10.67	08/05/2015		M	30,000	(2)	07/16/2016	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

de Raad Mark C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618

EVP & Chief Financial Officer

Signatures

/s/ David J. Van Ramshorst,
Attorney-In-Fact
08/07/2015

**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).
- (1) The shares covered by this Form 4 were sold pursuant to a Rule 10b5-1 Sales Plan dated as of June 19, 2015, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) This option was granted on July 16, 2006 and was exercisable as the option vested. This option vested over a five-year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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