MASIMO CORP Form 4

September 11, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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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

See Instruction 1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * FITCH SANFORD			2. Issuer Name <b>and</b> Ticker or Trading Symbol MASIMO CORP [MASI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  C/O MASIMO CORPORATION, 52  DISCOVERY		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
		ATION, 52	(Month/Day/Year) 09/09/2015	XDirector10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
IRVINE, CA 92618			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or	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)	
Common Stock	09/09/2015		Code V M	Amount 2,000	(D)	Price \$ 12	63,000	D		
Common Stock	09/09/2015		S <u>(1)</u>	2,000	D	\$ 41.2895	61,000	D		

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

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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# 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. 3. Transaction D Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 12	09/09/2015		M	2,000	11/03/2007(2)	11/01/2016	Common Stock	2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
FITCH SANFORD C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618	X						

## **Signatures**

/s/ David J. Van Ramshorst,
Attorney-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).
- (1) The shares covered by this Form 4 were sold pursuant to a Rule 10b5-1 Sales Plan dated as of December 19, 2014, 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 November 3, 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. 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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