

Barker Steven  
Form 4  
August 25, 2008

**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 \*  
Barker Steven

(Last) (First) (Middle)

C/O MASIMO CORPORATION, 40 PARKER

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MASIMO CORP [MASI]

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/21/2008		M <sup>(3)</sup>	10,000 A \$ 4.6667	10,000	D	
Common Stock	08/21/2008		F	1,230 D \$ 37.9488	8,770	D	
Common Stock	08/21/2008		S <sup>(1)</sup>	8,770 D \$ 37.9488	0	D	
Common Stock	08/21/2008		M <sup>(3)</sup>	10,000 A \$ 11.5567	10,000	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 11.5567	08/21/2008		M	10,000	12/31/2007 10/02/2016	Common Stock	10,000
Non-qualified stock option (right to buy)	\$ 4.6667	08/21/2008		M	10,000	<sup>(2)</sup> 10/10/2015	Common Stock	10,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Barker Steven  
C/O MASIMO CORPORATION, 40 PARKER  
IRVINE, CA 92618 X

## Signatures

/s/ Mark P. de Raad - 08/25/2008  
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 have been sold pursuant to a Rule 10b5-1 Sales Plan dated as of August 7, 2008, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

(2) Prior to this transaction, 60,000 shares were vested and exercisable and the remaining 90,000 shares vest in equal annual installments beginning on October 13, 2008

(3) The shares covered by this Form 4 have been acquired pursuant to a Rule 10b5-1 Sales Plan dated as of August 7, 2008, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

## Edgar Filing: Barker Steven - Form 4

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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