KIANI JOE E Form 4 May 21, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

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

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

KIANI JOE E				Symbol MASIMO CORP [MASI]					Issuer				
	(Last)	(First) (Middle)	3. Date of Earliest Transaction					(Check all applicable)				
					(Month/Day/Year) 05/21/2009				X Director 10% OwnerX Officer (give title Other (specify below) CEO and Chairman of the Board				
	(Street)			4. If Amo	endment, Da	ate Origina	1		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				
									Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq					uired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, any (Month/Day/Yea		Code (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)		
	Common Stock	05/21/2009			P	10,000	A	\$ 23.154	3,413,040	D			
	Common Stock								1,680,000	I	See Footnote		
	Common Stock								6,689.708	I	See Footnote		

(2) See

(3)

Footnote

9,000

I

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Year)		Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative			Securities			(Instr. 3 and 4)			(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIANI JOE E

C/O MASIMO CORPORATION, 40 PARKER X CEO and Chairman of the Board IRVINE, CA 92618

Signatures

/s/ Stephen M. Moran, Attorney-in-Fact 05/21/2009

**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) Shares held in two trusts for which Mr. Kiani is the sole trustee.
- (2) Between February 15, 2008 and May 13, 2008, Mr. Kiani acquired 6,689.708 shares of Masimo Corporation common stock under the Masimo Retirement Savings Plan. The information in this report is based on a plan statement dated as of May 13, 2008.
- (3) Shares held in two trusts for which Mr. Kiani is the sole trustee.

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.

Reporting Owners 2

9. Nu Deriv Secur Bene Own Follo Repo Trans

SEC 1474

(9-02)