MASIMO CORP Form 4/A November 12, 2008

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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SECURITIES Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * CAHILL EDWARD L			2. Issuer Name and Ticker or Trading Symbol MASIMO COPP IMASII					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	MASIMO CORP [MASI] 3. Date of Earliest Transaction										
(Last) (First) (Middle) C/O CAMDEN PARTNERS HOLDINGS, LLC, 500 E. PRATT STREET, SUITE 1200			(Month/Day/Year) 11/07/2008				_	_X_ Director 10% Owner Officer (give title Other (specify below)			
BALTIMO	4. If Amendment, Date Original Filed(Month/Day/Year) 11/10/2008					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date any (Month/Day/Y		Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A) or			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect y Form: Beneficia Direct (D) Ownersh or Indirect (Instr. 4) (I) n(s) (Instr. 4)		
Common Stock	11/07/2008			S	39,000	D	\$ 31.5191 (1)	463,470	I	By Cahill, Warnock Strategic Partners Fund, L.P. (2)	

35,000

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9.1
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of		Derivative	De
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Sec
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	Bei	
		Derivative				Securities			(Instr.	3 and 4)		Ow
		Security				Acquired						Fol
		·				(A) or						Re
						Disposed						Tra
						of (D)						(In:
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title			
									of			
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

CAHILL EDWARD L C/O CAMDEN PARTNERS HOLDINGS, LLC 500 E. PRATT STREET, SUITE 1200 BALTIMORE, MD 21202

Signatures

/s/ Chris Parenteau, Attorney-in-Fact

11/12/2008

**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).

X

- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.95 to (1) \$30.81 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Mr. Cahill may be deemed to have an indirect pecuniary interest as a partner in Cahill, Warnock Strategic Partners, L.P., the general (2) partner of Cahill, Warnock Strategic Partners Fund, L.P., in these shares of Common Stock. Mr. Cahill disclaims beneficial ownership of the shares held by Cahill, Warnock Strategic Partners Fund, L.P., except to the extent of his pecuniary interest in these shares.

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

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