MASIMO CORP Form 4 July 23, 2015

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

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

352,919

Ι

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

2. Issuer Name and Ticker or Trading

MASIMO CORP [MASI]

Symbol

(ME data)

1(b).

KIANI JOE E

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Last)	(First)	(Middle)	3. Date	of Earlies	tΊ	Transaction						
C/O MASI DISCOVE	IMO CORPORAT	07/21/2015						_x	_X Director 10% Owner _X Officer (give title Other (specify below) CEO and Chairman of the Board			
	(Street)								. Individual or Joint/Group Filing(Check			
IRVINE, C	_x 					_X_	oplicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting rson					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transac Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4) Amount	f (D)	Price		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	07/21/2015			S <u>(1)</u>		300,000	D	\$ 40.552	21	419,241	D	
Common Stock										10,373	I	See Footnote (2)
Common Stock										2,550,291	I	By Trust
Common Stock										1,079,290	I	By Trust
Common										352.919	ī	By Trust

(4)

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Common Stock	359,000	I	By Trust
Common Stock	9,000	I	See Footnote

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
KIANI JOE E C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618	X		CEO and Chairman of the Board				

Signatures

/s/ David J. Van Ramshorst, Attorney-In-Fact 07/23/2015

**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).

Reporting Owners 2

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- (1) The shares covered by this Form 4 were sold pursuant to a Rule 10b5-1 Sales Plan dated as of June 5, 2015, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) Shared held in Masimo Retirement Savings Plan.
- (3) Shared held in one trust for which Mr. Kiani is the sole trustee.
- (4) Shares held in three trusts for which Mr. Kiani is not the trustee.
- (5) Shares held by an immediate family member for which Mr. Kiani exercises shared voting and investment control.

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.