

MASIMO CORP
Form 4
April 26, 2017

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 *
KIANI JOE E

(Last) (First) (Middle)

C/O MASIMO CORPORATION, 52 DISCOVERY

(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)
04/24/2017

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)
CEO and Chairman of the Board

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2017		M		100,000	A	\$ 30.79
Common Stock	04/24/2017		S ⁽¹⁾		100,000	D	\$ 99
Common Stock	04/25/2017		M		13,201	A	\$ 30.79
Common Stock	04/25/2017		S ⁽¹⁾		13,201	D	\$ 101
Common Stock	04/26/2017		M		40,958	A	\$ 30.79

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Common Stock	04/26/2017	<u>S</u> ⁽¹⁾	40,958	D	\$ 101	119,241	D	
Common Stock						779,290 <u>(2)</u>	I	By Trust <u>(3)</u>
Common Stock						352,919	I	By Trust <u>(3)</u>
Common Stock						359,000	I	By Trust <u>(3)</u>
Common Stock						2,250,291 <u>(4)</u>	I	By Trust <u>(5)</u>
Common Stock						10,373	I	See Footnote <u>(6)</u>
Common Stock						9,000	I	See Footnote <u>(7)</u>

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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 30.79	04/24/2017		M	100,000	02/07/2009 ⁽⁸⁾	02/07/2018	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 30.79	04/25/2017		M	13,201	02/07/2009 ⁽⁸⁾	02/07/2018	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 30.79	04/26/2017		M	40,958	02/07/2009 ⁽⁸⁾	02/07/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

04/26/2017

__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 exercised and sold pursuant to a Rule 10b5-1 Sales Plan dated as of March 8, 2017, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) Includes 300,000 shares previously reported as held by a trust for which Mr. Kiani is the sole trustee, which are actually held in a trust for which Mr. Kiani is not the sole trustee.
- (3) Shares held in three trusts for which Mr. Kiani is not the sole trustee.
- (4) Excludes 300,000 shares previously reported as held by a trust for which Mr. Kiani is the sole trustee, which are actually held in a trust for which Mr. Kiani is not the sole trustee.
- (5) Shares held in one trust for which Mr. Kiani is the sole trustee.
- (6) Shares held in Masimo Retirement Savings Plan.
- (7) Shares held by an immediate family member for which Mr. Kiani exercises voting and investment control.
- (8) This option was granted on February 7, 2008 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.

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