MASIMO CORP
Form 4
April 01, 2015

## FORM 4

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

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

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

(Print or Type Responses)

| 1. Name and Address of Reporting Person [*]<br>Fishel Rick | 2. Issuer Name **and** Ticker or Trading Symbol<br>**MASIMO CORP [MASI]** | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable) |
|---|---|---|
| (Last)　　(First)　　(Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/30/2015 | _____ Director　　_____ 10% Owner<br>__X__ Officer (give title _____ Other (specify below)　　　　below)<br>　　Pres, WW OEM Bus & Blood Mgmt |
| C/O MASIMO CORPORATION, 52 DISCOVERY | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| IRVINE, CA 92618 | | |
| (City)　　(State)　　(Zip) | | |

**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 | 03/30/2015 | | M | | 12,500 | A | $ 3.33 | 64,500 | D | |
| Common Stock | 03/30/2015 | | S[(1)] | | 12,500 | D | $ 32.85 | 52,000 | D | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) | 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 Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (Right to Buy) | $ 3.33 | 03/30/2015 | | M | | | 12,500 | 04/14/2006[(2)] | 04/14/2015 | Common Stock | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Fishel Rick C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618 | | | Pres, WW OEM Bus & Blood Mgmt | |

# Signatures

| | |
|---|---|
| /s/ Mark P. de Raad, Attorney-In-Fact | 04/01/2015 |
| [**]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).

(1)   The shares covered by this Form 4 were exercised and sold pursuant to a Rule 10b5-1 Sales Plan dated as of June 13, 2014, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

(2)   This option was granted on April 4, 2005 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.
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.