MASIMO CORP Form 4 July 11, 2008

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

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * de Raad Mark | | | 2. Issuer Name and Ticker or Trading Symbol MASIMO CORP [MASI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|----------|-----------|---|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (====================================== | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| C/O MASIMO PARKER | O CORPOR | ATION, 40 | 07/10/2008 | X Officer (give title Other (specify below) EVP & Chief Financial Officer | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| IRVINE, CA 92618 | | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | Secur | rities Acquir | ed, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|-------------------------------------|---------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securition Dispose (Instr. 3, 4) | ed of (| ` ′ | 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 | 07/10/2008 | | S <u>(1)</u> | 10,000 | D | \$ 37.564 | 0 | D | |
| Common Stock | 07/10/2008 | | M | 10,000 | A | \$ 10.6667 | 10,000 | D | |

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. Transactic Code (Instr. 8) | 5. Number of tionDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|--------|--|--------------------|---|------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Non-qualified stock option (right to buy) | \$ 10.6667 | 07/10/2008 | | M | | 10,000 | (2) | 07/17/2016 | Common Stock | 10,0 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

de Raad Mark C/O MASIMO CORPORATION, 40 PARKER IRVINE, CA 92618

EVP & Chief Financial Officer

Signatures

/s/Mark P. de Raad 07/11/2008

**Signature of Date
Reporting Person

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 have been sold pursuant to a Rule 10b5-1 Sales Plan dated as of December 14, 2007, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) 108,000 shares are vested and exerciseable and the remaining 162,000 shares vest in equal annual installments beginning on June 26, 2009.

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.

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