MASIMO CORP Form 4 August 08, 2016

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 Estimated average

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

burden hours per response... 0.5

may continue. See Instruction 1(b).

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 * Coleman Jon

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MASIMO CORP [MASI]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director

10% Owner

C/O MASIMO CORPORATION, 52

08/04/2016

_X__ Officer (give title _ Other (specify below)

Pres-WW Sales, Pro Svc, Med Affs

DISCOVERY

(First)

4. If Amendment, Date Original

Applicable Line)

(Street) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

IRVINE, CA 92618

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative :	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/04/2016		M	10,000	A	\$ 24.68	10,459	D	
Common Stock	08/04/2016		S(1)	10,000	D	\$ 56	459	D	
Common Stock	08/04/2016		M	6,000	A	\$ 21.97	6,459	D	
Common Stock	08/04/2016		S(1)	6,000	D	\$ 57	459	D	
Common Stock	08/04/2016		M	6,000	A	\$ 28.03	6,459	D	

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Common Stock 08/04/2016 S(1) 6,000 D \$ 58 459 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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (Right to Buy)	\$ 24.68	08/04/2016		M	10,000	08/17/2010(2)	08/17/2019	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 21.97	08/04/2016		M	6,000	05/28/2014(3)	05/28/2023	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 28.03	08/04/2016		M	6,000	02/18/2015(4)	02/18/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Coleman Jon

C/O MASIMO CORPORATION 52 DISCOVERY

Pres-WW Sales, Pro Svc, Med Affs

Relationships

IRVINE, CA 92618

Signatures

/s/ David J. Van Ramshorst,
Attorney-In-Fact
08/08/2016

**Signature of Reporting Person Date

Reporting Owners 2

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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 sold pursuant to a Rule 10b5-1 Sales Plan dated as of June 10, 2016, 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 August 17, 2009 and is exercisable as the option vests. This option vests over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (3) This option was granted on May 28, 2013 and is exercisable as the option vests. This option vests over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (4) This option was granted on February 18, 2014 and is exercisable as the option vests. This option vests 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.