

MASIMO CORP

Form 4

November 10, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coleman Jon

(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)

11/06/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Pres-WW Sales,Pro Svc,Med Affs

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/06/2015		M		2,500	A \$ 20.19	2,959	D	
Common Stock	11/06/2015		S ⁽¹⁾		2,500	D \$ 42	459	D	
Common Stock	11/06/2015		M		2,500	A \$ 20.19	2,959	D	
Common Stock	11/06/2015		S ⁽¹⁾		2,500	D \$ 42.25	459	D	
Common Stock	11/06/2015		M		2,500	A \$ 20.19	2,959	D	

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Common Stock	11/06/2015	<u>S</u> (1)	2,500	D	\$ 42.5	459	D
Common Stock	11/06/2015	M	2,500	A	\$ 20.19	2,959	D
Common Stock	11/06/2015	<u>S</u> (1)	2,500	D	\$ 42.75	459	D

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

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(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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 20.19	11/06/2015		M	2,500	10/27/2012 ⁽²⁾	10/27/2021	Common Stock	2,500
Non-Qualified Stock Option (Right to Buy)	\$ 20.19	11/06/2015		M	2,500	10/27/2012 ⁽²⁾	10/27/2021	Common Stock	2,500
Non-Qualified Stock Option (Right to Buy)	\$ 20.19	11/06/2015		M	2,500	10/27/2012 ⁽²⁾	10/27/2021	Common Stock	2,500
Non-Qualified Stock Option (Right to Buy)	\$ 20.19	11/06/2015		M	2,500	10/27/2012 ⁽²⁾	10/27/2021	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Coleman Jon
C/O MASIMO CORPORATION
52 DISCOVERY
IRVINE, CA 92618

Pres-WW Sales,Pro Svc,Med Affs

Signatures

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

11/10/2015

__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 sold pursuant to a Rule 10b5-1 Sales Plan dated as of September 18, 2015, 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 October 27, 2011 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.

Remarks:

Exhibit 24 - Power of Attorney

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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