MASIMO CORP
Form 4
March 10, 2017

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jansen Paul

(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)
03/08/2017

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 below) _____ Other (specify below)
EVP, Bus Dev

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2017		M		3,611	A	$ 25.46	10,000	D	
Common Stock	03/08/2017		S[(1)]		3,611	D	$ 94.3327 [(2)]	6,389	D	
Common Stock	03/08/2017		M		10,000	A	$ 30.06	16,389	D	
Common Stock	03/08/2017		S[(1)]		10,000	D	$ 94.3315 [(3)]	6,389	D	
	03/08/2017		M		10,000	A	$ 30.06	16,389	D	

Common Stock								
Common Stock	03/08/2017		S[(1)]	10,000	D	$ 94.33 [(4)]	6,389	D
Common Stock	03/08/2017		M	20,000	A	$ 20.19	26,389	D
Common Stock	03/08/2017		S[(1)]	20,000	D	$ 94.3365 [(3)]	6,389	D
Common Stock	03/10/2017		M	12,000	A	$ 19.9	18,389	D
Common Stock	03/10/2017		S[(1)]	12,000	D	$ 94.98	6,389	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	Amount or Number of
Non-Qualified Stock Option (Right to Buy)	$ 25.46	03/08/2017		M			3,611	04/17/2009[(5)]	04/17/2018	Common Stock	
Non-Qualified Stock Option (Right to Buy)	$ 30.06	03/08/2017		M			10,000	02/22/2012[(6)]	02/22/2021	Common Stock	
Non-Qualified Stock Option (Right to Buy)	$ 30.06	03/08/2017		M			10,000	02/22/2012[(6)]	02/22/2021	Common Stock	
Non-Qualified Stock Option (Right to Buy)	$ 20.19	03/08/2017		M			20,000	10/27/2012[(7)]	10/27/2021	Common Stock	

Non-Qualified Stock Option (Right to Buy)	$ 19.9	03/10/2017		M	12,000	03/15/2014(8)	03/15/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jansen Paul C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618			EVP, Bus Dev	

Signatures

/s/ David J. Van Ramshorst, Attorney-In-Fact	03/10/2017
**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 sold pursuant to a Rule 10b5-1 Sales Plan dated as of February 22, 2017, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

(2) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of $94.12 per share to a high of $94.62 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of $94.06 per share to a high of $94.69 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of $94.03 per share to a high of $94.69 per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This option was granted on April 17, 2008 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.

(6) This option was granted on February 22, 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.

(7) 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.

(8) This option was granted on March 15, 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.

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.