MASIMO CORP Form 4

November 05, 2015

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

KIANI JOE E

2. Issuer Name and Ticker or Trading

Symbol

MASIMO CORP [MASI] 3. Date of Earliest Transaction

(Middle) (Last) (First)

(Month/Day/Year) 11/04/2015

C/O MASIMO CORPORATION, 52 DISCOVERY

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

IRVINE, CA 92618

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

CEO and Chairman of the Board

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Form: Direct (T) Transaction(s)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount o Exercisable Date Number o Shares Restricted Common Stock (1) 11/04/2015 2,700,000 (2) (2) 2,700,00 Α Stock Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KIANI JOE E

C/O MASIMO CORPORATION 52 DISCOVERY
IRVINE, CA 92618

Relationships

CEO and Chairman of the Board

Signatures

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

**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) Each restricted stock unit (RSU) represents the contingent right to receive one share of common stock of the Issuer upon vesting of the RSU.

11/05/2015

Each RSU will vest as of immediately prior to the Issuer's termination of the Reporting Person's employment with the Issuer other than for death, disability or cause, or the Reporting Person's termination of his employment with the Issuer for good reason; provided that 270,000 RSUs (as adjusted for stock splits, stock dividends, recapitalizations and similar transactions) will terminate without the payment of any consideration to the Reporting Person, to the extent then unvested, on January 1 of each year, beginning on January 1, 2018.

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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