

MASIMO CORP
Form 4
April 21, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barker Steven

(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)
04/19/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 | 04/19/2017 | | M | | 10,000 | A | \$ 23.98 |
| Common Stock | 04/19/2017 | | S ⁽¹⁾ | | 10,000 | D | \$ 95 |
| Common Stock | 04/20/2017 | | M | | 3,249 | A | \$ 97.39 |

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

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number.

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 Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 23.98 | 04/19/2017 | | M | 10,000 | 01/01/2010 ⁽²⁾ | 01/01/2019 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 04/20/2017 | | M | 3,249 | 04/20/2017 ⁽⁴⁾ | 04/20/2026 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Barker Steven C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618 | X | | | |

Signatures

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

04/21/2017

__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 exercised and sold pursuant to a Rule 10b5-1 Sales Plan dated as of March 10, 2017, 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 January 11, 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) Each restricted stock unit (RSU) represents the contingent right to receive one share of common stock of the Issuer upon vesting of the RSU.
 - (4) These RSUs were granted on April 20, 2016 and are exercisable as they vest. These RSUs vest on the earlier of the one-year anniversary of the date of grant or the date of the next annual meeting of stockholders.

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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