

MASIMO CORP
Form 4
October 11, 2016

FORM 4

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

OMB APPROVAL

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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 *
KIANI JOE E

(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)
10/06/2016

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)
CEO and Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/06/2016 | | M | | 7,209 | A | \$ 15.4 |
| | | | | | | | 126,450 |
| Common Stock | 10/06/2016 | | S ⁽¹⁾ | | 7,209 | D | \$ 60.0458 |
| | | | | | | | ⁽²⁾ |
| Common Stock | 10/07/2016 | | M | | 18,759 | A | \$ 15.4 |
| | | | | | | | 138,000 |
| Common Stock | 10/07/2016 | | S ⁽¹⁾ | | 18,759 | D | \$ 60.0264 |
| | | | | | | | ⁽³⁾ |
| | 10/10/2016 | | M | | 58,649 | A | \$ 15.4 |
| | | | | | | | 177,890 |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|-----------------------------|-----------|---|-------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 10/10/2016 | | S ⁽¹⁾ | 58,649 | D | \$ 60.3617 <u>(4)</u> | 119,241 | D | |
| Common Stock | | | | | | | 10,373 | I | See Footnote <u>(5)</u> |
| Common Stock | | | | | | | 2,550,291 | I | By Trust <u>(6)</u> |
| Common Stock | | | | | | | 1,079,290 | I | By Trust <u>(7)</u> |
| Common Stock | | | | | | | 352,919 | I | By Trust <u>(7)</u> |
| Common Stock | | | | | | | 359,000 | I | By Trust <u>(7)</u> |
| Common Stock | | | | | | | 9,000 | I | See Footnote <u>(8)</u> |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.4 | 10/06/2016 | | M | 7,209 | 05/24/2008 ⁽⁹⁾ | 05/24/2017 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 15.4 | 10/07/2016 | | M | 18,759 | 05/24/2008 ⁽⁹⁾ | 05/24/2017 | Common Stock |

| | | | | | | | |
|---|---------|------------|---|--------|---------------------------|------------|-----------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 15.4 | 10/10/2016 | M | 58,649 | 05/24/2008 ⁽⁹⁾ | 05/24/2017 | Common Stock |
|---|---------|------------|---|--------|---------------------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KIANI JOE E C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618 | X | | CEO and Chairman of the Board | |

Signatures

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

10/11/2016

__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 June 17, 2016, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$60.00 per share to a high of \$60.20 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.
- (2) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$60.00 per share to a high of \$60.19 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 \$60.00 per share to a high of \$60.77 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) Shares held in Masimo Retirement Savings Plan.
- (5) Shares held in one trust for which Mr. Kiani is the sole trustee.
- (6) Shares held in three trusts for which Mr. Kiani is not the trustee.
- (7) Shares held by an immediate family member for which Mr. Kiani exercises voting and investment control.
- (8) This option was granted on May 24, 2007 and is exercisable as the option vested. This option vested over a five year period, with 20% of the shares subject to the option vesting on each anniversary of the grant date.
- (9)

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.