## Edgar Filing: MASIMO CORP - Form 4

MACINO CODD

| Form 4  | OKP                                     |   |          |  |                        |           |  |  |  |   |  |
|---|---|---|----------|--|------------------------|-----------|--|--|--|---|--|
| October 21,   | 2016                                    |   |          |  |                        |           |  |  |  |   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHAN  |   |   |          |  |                        |           |  | OMB APPROVAL   |  |   |  |
| Washington, D.C   |   |   |          |  |                        |           |  |  | OMB<br>Number:   | 3235-0287   |  |
| Check the if no lon   | ger STATEN                              | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |          |  |                        |           |  |  | Expires:   | January 31,<br>2005   |  |
| Section 16.   |   |   |          | SECURITIES                                       |                        |           |  |  | Estimated average<br>burden hours per                                      |   |  |
| Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |   |   |          |  |                        |           | response   | 0.5  |  |   |  |
| (Print or Type  | Responses)                              |   |          |  |                        |           |  |  |  |   |  |
| 1. Name and Address of Reporting Person *2. IssueFITCH SANFORDSymbol  |   |   | ·        |  |                        |           | 5. Relationship of Reporting Person(s) to Issuer |  |  |   |  |
| MA  |   |   |          |  |                        |           | (Check all applicable)                           |  |  |   |  |
| (Last)  | (First) (A                              | Middle)   |          | f Earliest T                                     | ransactio              | n         |  |  |  |   |  |
| (Month/I<br>C/O MASIMO CORPORATION, 52 10/19/2<br>DISCOVERY   |   |   |          | h/Day/Year)<br>9/2016                            |                        |           |  | X_ Director10% Owner<br>Officer (give titleOther (specify<br>below)below)  |  |   |  |
| (Street) 4. If Am   |   |   | 4. If Am | Amendment, Date Original                         |                        |           | 6. Individual or Joint/Group Filing(Check        |  |  |   |  |
| Filed(Mo<br>IRVINE, CA 92618  |   |   |          |  |                        |           |  | Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting                |  |   |  |
| IK VINE, C  | A 92018                                 |   |          |  |                        |           |  | Person   |  |   |  |
| (City)  | (State)                                 | (Zip)   | Tab      | le I - Non-l                                     | Derivativ              | e Secu    | rities Acqu                                      | ired, Disposed of,   | or Beneficial  | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deem<br>Execution<br>any<br>(Month/D        | Date, if | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | omr Dispo<br>(Instr. 3 | (A)<br>or |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock   | 10/19/2016                              |   |          | S <u>(1)</u>                                     | 2,000                  | D         | \$<br>59.0511<br>(2)                             | 46,000   | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>ofNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|--|---------------------|--------------------|--|--|---|--|
|   |   |   |   | Code V                                 | 4, and 5)<br>(A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |            |         |       |  |  |  |
|---|---------------|------------|---------|-------|--|--|--|
|   | Director      | 10% Owner  | Officer | Other |  |  |  |
| FITCH SANFORD<br>C/O MASIMO CORPORATION<br>52 DISCOVERY<br>IRVINE, CA 92618 | Х             |            |         |       |  |  |  |
| Signatures  |               |            |         |       |  |  |  |
| /s/ David J. Van Ramshorst,<br>Attorney-In-Fact                             |               | 10/21/2016 |         |       |  |  |  |
| <b>**</b> Signature of Reporting Person                                     |               | D          | ate     |       |  |  |  |

## **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 10, 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 \$58.73
- (2) per share to a high of \$59.29 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.

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.