

Van Ramshorst David J
 Form 4
 September 24, 2018

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 *
 Van Ramshorst David J

2. Issuer Name and Ticker or Trading Symbol
 MASIMO CORP [MASI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O MASIMO CORPORATION, 52 DISCOVERY

3. Date of Earliest Transaction (Month/Day/Year)
 09/24/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

(Street)
 IRVINE, CA 92618

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 (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	09/24/2018		M	1,325 A \$ 29.33	2,325	D	
Common Stock	09/24/2018		S ⁽¹⁾	1,325 D \$ 122.56	1,000	D	
Common Stock	09/24/2018		M	1,000 A \$ 85.54	2,000	D	
Common Stock	09/24/2018		S ⁽¹⁾	1,000 D \$ 123.1696	1,000	D	
Common Stock	09/24/2018		M	350 A \$ 29.33	1,350	D	

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Common Stock 09/24/2018 S⁽¹⁾ 350 D \$ 123.1696 1,000 D (2)

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

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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	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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 29.33	09/24/2018		M	1,325	12/30/2014 ⁽³⁾ 12/30/2023	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 85.54	09/24/2018		M	1,000	08/14/2018 ⁽⁴⁾ 08/14/2027	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 29.33	09/24/2018		M	350	12/30/2014 ⁽³⁾ 12/30/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Ramshorst David J C/O MASIMO CORPORATION 52 DISCOVERY IRVINE, CA 92618			Chief Accounting Officer	

Signatures

/s/ Micah Young,
Attorney-In-Fact

09/24/2018

__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 September 5, 2018, 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 sales price per share. The actual sales prices ranged from a low of
- (2) \$122.58 per share to a high of \$123.86 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) This option was granted on December 30, 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.
- (4) This option was granted on August 14, 2017 and is exercisable as the option vests. The 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.