

MASIMO CORP  
Form 4  
April 04, 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 \*  
de Raad Mark

(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)

03/31/2017

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)  
EVP & Chief Financial Officer

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                    | 03/31/2017                           |  | M                              |   | 6,000   | A  | \$ 37.84  |
| Common Stock                    | 03/31/2017                           |  | S <sup>(1)</sup>               |   | 6,000   | D  | \$ 93.1323  |
| Common Stock                    | 03/31/2017                           |  | M                              |   | 12,000  | A  | \$ 31.01  |
| Common Stock                    | 03/31/2017                           |  | S <sup>(1)</sup>               |   | 12,000  | D  | \$ 93.135   |
| Common Stock                    | 04/03/2017                           |  | M                              |   | 12,000  | A  | \$ 21.97  |

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|              |            |                  |        |   |                   |        |   |
|--------------|------------|------------------|--------|---|-------------------|--------|---|
| Common Stock | 04/03/2017 | S <sup>(1)</sup> | 12,000 | D | \$ 93.3121<br>(4) | 8,660  | D |
| Common Stock | 04/04/2017 | M                | 18,000 | A | \$ 28.03          | 26,660 | D |
| Common Stock | 04/04/2017 | S <sup>(1)</sup> | 18,000 | D | \$ 93.3354<br>(5) | 8,660  | D |

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

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SEC 1474  
(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)  | \$ 37.84   | 03/31/2017                           |  | M                              | 6,000   | 02/28/2017 <sup>(6)</sup>                                | 02/28/2026  | Common Stock |
| Non-Qualified Stock Option (Right to Buy)  | \$ 31.01   | 03/31/2017                           |  | M                              | 12,000  | 03/20/2016 <sup>(7)</sup>                                | 03/20/2025  | Common Stock |
| Non-Qualified Stock Option (Right to Buy)  | \$ 21.97   | 04/03/2017                           |  | M                              | 12,000  | 05/28/2014 <sup>(8)</sup>                                | 05/28/2023  | Common Stock |
| Non-Qualified Stock Option (Right to Buy)  | \$ 28.03   | 04/04/2017                           |  | M                              | 18,000  | 02/18/2015 <sup>(9)</sup>                                | 02/18/2024  | Common Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

de Raad Mark  
C/O MASIMO CORPORATION  
52 DISCOVERY  
IRVINE, CA 92618

EVP & Chief Financial Officer

## Signatures

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

04/04/2017

\_\_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 17, 2017, 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 \$92.77 per share to a high of \$93.48 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 \$92.76 per share to a high of \$93.50 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 \$92.76 per share to a high of \$94.67 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) The price reported in Column 4 represents the weighted average sale price per share. The actual sale prices ranged from a low of \$92.94 per share to a high of \$93.83 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.
  - (5) This option was granted on February 29, 2016 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.
  - (6) This option was granted on March 20, 2015 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.
  - (7) This option was granted on May 28, 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.
  - (8) This option was granted on February 18, 2014 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.
  - (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.