Fishel Rick Form 5 February 08, 2013

### FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number:

January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Fishel Rick Symbol MASIMO CORP [MASI] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X 12/29/2012 \_ Officer (give title Other (specify below) below) C/O MASIMO CORPORATION, 40 President Americas& WW OEM Bus **PARKER** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

IRVINE, CAÂ 92618

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8) of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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

(State)

(Zip)

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**SEC 2270** (9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)				
					(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 23.98	01/11/2012	Â	J <u>(1)</u>	Â	718	(2)	01/11/2019	Non-Qualified Stock Option (right to buy)
Non-Qualified Stock Option (right to buy)	\$ 30.79	02/07/2012	Â	J <u>(1)</u>	Â	1,234	(3)	02/07/2018	Non-Qualified Stock Option (right to buy)

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips				
	Director	10% Owner	Officer	Other	
Fishel Rick					
C/O MASIMO CODDODATION 40 DADKED	â	Â	A President Americas & WW OFM Rus	Â	

C/O MASIMO CORPORATION, 40 PARKER Ä Ä President Americas& WW OEM Bus Ä IRVINE, Â CAÂ 92618

## **Signatures**

/s/Mark P. de Raad, Attorney-In-Fact

02/08/2013

\*\*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).
- Since the date of the reporting person's last ownership report, pursuant to a domestic relations order (the "Domestic Relations Order"), the reporting person transferred an aggregate of 1,952 shares of Masimo common stock (the "Shares"), at the sole direction, and for the sole benefit, of the reporting person's former spouse. This transaction did not result in an acquisition of beneficial ownership by the reporting person.
- (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) This option was granted on February 7, 2008 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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