

KIANI JOE E
Form 4
January 04, 2019

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

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)
01/02/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman of the Board

(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 or Price | | |
| Common Stock | 01/02/2019 | | M | | \$ 0 | 149,241 | D |
| Common Stock | 01/02/2019 | | S | | \$ 93.42 | 10,368 | I |
| Common Stock | | | | | | 229,290 | I |
| Common Stock | | | | | | 550,000 | I |
| Common Stock | | | | | | 352,919 | I |

| | | | |
|--------------|-----------|---|-------------------------------|
| Common Stock | 359,000 | I | By Trust <u>(3)</u> |
| Common Stock | 2,250,291 | I | By Trust <u>(4)</u> |
| Common Stock | 9,000 | I | See Footnote <u>(5)</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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(6)</u> | 01/02/2019 | | M | 20,000 | <u>(7)</u> | <u>(7)</u> | Common Stock | 20,000 |

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

01/04/2019

**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) During fiscal year 2018, the administrator of the Masimo Retirement Savings Plan liquidated on a quarterly basis a nominal amount of Masimo Corporation shares as payment of quarterly administration fees. The liquidation of shares is reflected in this Form 4 filing. The average sales price reflected in box 4 above is an average of the quarterly sales of these shares. The information reported in this filing is based on a plan statement dated December 29, 2018.
- (2) Shares held in Masimo Retirement Savings Plan.
- (3) Shares held in four trusts for which Mr. Kiani is not the Trustee.
- (4) Shares held in one trust for which Mr. Kiani is the sole trustee.
- (5) Shares held by an immediate family member for which Mr. Kiani exercises voting and investment control.
- (6) Each restricted stock unit (RSU) represents the contingent right to receive one share of common stock of the Issuer upon vesting of the RSU.
- (7) On February 27, 2018, the Reporting Person was granted 100,000 restricted stock units, 20% of which vested upon grant and 20% of which will vest on the first business day of each fiscal year thereafter.

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.