MASIMO CORP Form 4 May 16, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 Expires: January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(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)	irst) (Middle) 3. Date of Earliest Transaction		(Check all applicable)			
C/O MASIMO PARKER	CORPOR	ATION, 40	(Month/Day/Year) 05/14/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO and Chairman of the Board			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
IRVINE, CA 92618			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

		20.50								
(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	red, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Execution Date, if Transactiomr Disposed of (D) ny Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	05/14/2008		S <u>(1)</u>	100,000	D	\$ 34.51	3,853,040	D		
Common Stock	05/15/2008		S <u>(1)</u>	100,000	D	\$ 34.7	3,753,040	D		
Common Stock							19,000	I	See Footnote	
Common Stock							1,680,000	I	See Footnote (3)	
							6,689.708	I		

Common See Stock Footnote

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Other

Director 10% Owner Officer

KIANI JOE E

C/O MASIMO CORPORATION, 40 PARKER **IRVINE, CA 92618**

X CEO and Chairman of the Board

Signatures

/s/ Mark P. de Raad, 05/16/2008 Attorney-in-Fact

**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).
- The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated as of May 1, 2008, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) Shares held by immediate family member for which Mr. Kiani exercises voting and investment control.

Reporting Owners 2

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- (3) Shares held in two trusts for which Mr. Kiani is the sole trustee.
- Between February 15, 2008 and May 13, 2008, Mr. Kiani acquired 6,689.708 shares of Masimo Corporation common stock under the Masimo Retirement Savings Plan. The information in this report is based on a plan statement dated as of May 13, 2008.

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.