

Barker Steven
Form 4
August 25, 2008

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 *
Barker Steven

(Last) (First) (Middle)

C/O MASIMO CORPORATION, 40 PARKER

(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)
08/21/2008

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/21/2008 | | M ⁽³⁾ | 10,000 A \$ 4.6667 | 10,000 | D | |
| Common Stock | 08/21/2008 | | F | 1,230 D \$ 37.9488 | 8,770 | D | |
| Common Stock | 08/21/2008 | | S ⁽¹⁾ | 8,770 D \$ 37.9488 | 0 | D | |
| Common Stock | 08/21/2008 | | M ⁽³⁾ | 10,000 A \$ 11.5567 | 10,000 | D | |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified stock option (right to buy) | \$ 11.5567 | 08/21/2008 | | M | 10,000 | 12/31/2007 10/02/2016 | Common Stock | 10,000 |
| Non-qualified stock option (right to buy) | \$ 4.6667 | 08/21/2008 | | M | 10,000 | ⁽²⁾ 10/10/2015 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Barker Steven
C/O MASIMO CORPORATION, 40 PARKER
IRVINE, CA 92618 X

Signatures

/s/ Mark P. de Raad - 08/25/2008
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).

(1) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated as of August 7, 2008, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

(2) Prior to this transaction, 60,000 shares were vested and exercisable and the remaining 90,000 shares vest in equal annual installments beginning on October 13, 2008

(3) The shares covered by this Form 4 have been acquired pursuant to a Rule 10b5-1 Sales Plan dated as of August 7, 2008, which is intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

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