Paul Stephen E. Form 3 February 18, 2009

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

response...

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 *

(Last)

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Paul Stephen E.

(Month/Day/Year)

MASIMO CORP [MASI]

5. If Amendment, Date Original

02/09/2009

4. Relationship of Reporting Person(s) to Issuer

Director _X__ Officer Filed(Month/Day/Year)

C/O MASIMO

CORPORATION, 40 PARKER (Street)

(State)

(First)

(Middle)

(Check all applicable)

10% Owner

6. Individual or Joint/Group Filing(Check Applicable Line)

Other (give title below) (specify below) President, US Acute Care

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

IRVINE, CAÂ 92618

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

(City)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Expiration Date

Title

Amount or Number of Shares

Security: Derivative Security Direct (D)

or Indirect

(I)

						(Instr. 5)	
Non-qualified Stock Option (right to buy)	(1)	03/17/2018	Common Stock	60,000	\$ 28.5	D	Â
Non-qualified Stock	(2)	09/18/2018	Common Stock	15,000	\$ 39.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Paul Stephen E. C/O MASIMO CORPORATION 40 PARKER IRVINE. CA 92618	Â	Â	President, US Acute Care	Â		

Signatures

/s/ Stephen M. Moran, Attorney-In-Fact 02/18/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This option was granted on March 17, 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 date.
- (2) This option was granted on September 18, 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 date.

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.

Reporting Owners 2