

Fishel Rick
Form 5
February 14, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Fishel Rick
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
MASIMO CORP [MASI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/01/2011

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)
President Americas& WW OEM Bus

6. Individual or Joint/Group Reporting
(check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

C/O MASIMO CORPORATION, 40 PARKER
(Street)
IRVINE, CA 92618
(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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2010	Â	J ⁽¹⁾	(D)	103,390	\$ ⁽¹⁾	30,000	D	Â
Common Stock	12/13/2010	Â	J ⁽¹⁾	A	58,390	\$ 3.3333	133,390	D	Â
Common Stock	12/13/2010	Â	J ⁽¹⁾	A	45,000	\$ 2.75	75,000	D	Â

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Since the date of the reporting person's last ownership report, pursuant to a domestic relations order (the "Domestic Relations Order"), the reporting person exercised stock options to purchase an aggregate of 103,390 shares of Masimo common stock (the "Shares"), at the sole direction, and for the sole benefit, of the reporting person's former spouse. Following exercise, the Shares were transferred to the reporting person's former spouse pursuant to the Domestic Relations Order. These transactions did not result in an acquisition of beneficial ownership by the reporting person.

- (2) Pursuant to the Domestic Relations Order, the reporting person is further required to transfer stock options to purchase up to an aggregate of 10,341 shares of Masimo common stock to his former spouse upon the vesting of such options (the "Additional Options"). Accordingly, the reporting person disclaims any beneficial ownership of the Additional Options.
- (3) This option was granted on April 14, 2005 and is fully exercisable.
- (4) This option was granted on June 18, 2004 and is fully exercisable.
- (5) 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.
- (6) 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.

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