

KIANI JOE E  
Form SC 13G/A  
February 12, 2010

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**MASIMO CORPORATION**

**(Name of Issuer)**

**Common Stock, \$0.001 par value**

**(Title of Class of Securities)**

**574795100**

**(CUSIP Number)**

**December 31, 2009**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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“ Rule 13d-1(b)

“ Rule 13d-1(c)

þ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 574795100

1. Names of Reporting Persons

Joe E. Kiani

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 5,405,802  
6. Shared Voting Power

Beneficially

Owned by 4,000  
Each 7. Sole Dispositive Power

Reporting

Person 5,405,802  
8. Shared Dispositive Power

With:

4,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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5,409,802(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.3%(2)

12. Type of Reporting Person (See Instructions)

IN

(1) Comprised of (a) 3,418,040 shares held in the name of the Reporting Person, (b) 1,680,000 shares held in two trusts for which the Reporting Person is the sole trustee, (c) 4,000 shares held by an immediate family member of the Reporting Person for which the Reporting Person exercised shared voting and dispositive power, (d) options to purchase 300,000 shares of the Issuer's common stock that were exercisable as of December 31, 2009 or that have or will become exercisable within 60 days after December 31, 2009, and (e) 7,762 shares held for the Reporting Person's account under the Issuer's Retirement Savings Plan.

(2) Percentage based on the number of shares of the Issuer's common stock outstanding as of October 3, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 3, 2009.

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**Item 1.**

(a) Name of Issuer:  
Masimo Corporation

(b) Address of Issuer's Principal Executive Offices:  
40 Parker, Irvine, CA 92618

**Item 2.**

(a) Name of Person Filing:  
Joe E. Kiani

(b) Address of Principal Business Office or, if none, Residence:  
40 Parker, Irvine, CA 92618

(c) Citizenship:  
United States

(d) Title of Class of Securities:  
Common Stock, \$0.001 par value

(e) CUSIP Number:  
574795100

**Item 3. If this statement is filed pursuant to §240.13d-1(b) or §§240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

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- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

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- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_.

**Item 4. Ownership**

For each Reporting Person:

(a) Amount beneficially owned:

5,409,802 shares, comprised of (a) 3,418,040 shares held in the name of the Reporting Person, (b) 1,680,000 shares held in two trusts for which the Reporting Person is the sole trustee, (c) 4,000 shares held by an immediate family member of the Reporting Person for which the Reporting Person exercised shared voting and dispositive power, (d) options to purchase 300,000 shares of the Issuer's common stock that were exercisable as of December 31, 2009 or that have or will become exercisable within 60 days after December 31, 2009, and (e) 7,762 shares held for the Reporting Person's account under the Issuer's Retirement Savings Plan.

(b) Percent of class:

9.3%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

5,405,802

(ii) Shared power to vote or to direct the vote:

4,000

(iii) Sole power to dispose or to direct the disposition of :

5,405,802

(iv) Shared power to dispose or to direct the disposition of :

4,000

**Item 5. Ownership of Five Percent or Less of a Class**

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

The immediate family member of the Reporting Person described in Item 4 is entitled to receive dividends and sales proceeds.



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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

N/A

**Item 8. Identification and Classification of Members of the Group**

N/A

**Item 9. Notice of Dissolution of Group**

N/A

**Item 10. Certifications**

N/A

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12 , 2010  
Date

/s/ MARK P. DE RAAD  
Signature

Mark P. de Raad  
Mark P. de Raad

Attorney-in-Fact for Joe E. Kiani pursuant to Power of Attorney attached to Amendment No. 1 to this Schedule 13G filed with the Securities and Exchange Commission on February 17, 2009