

Fishel Rick
 Form 5
 February 08, 2013

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 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]

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

C/O MASIMO CORPORATION, 40 PARKER
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

IRVINE, CA 92618
 (City) (State) (Zip)

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 23.98	01/11/2012	Â	J ⁽¹⁾	Â	718	Â ⁽²⁾	01/11/2019	Non-Qualified Stock Option (right to buy)
Non-Qualified Stock Option (right to buy)	\$ 30.79	02/07/2012	Â	J ⁽¹⁾	Â	1,234	Â ⁽³⁾	02/07/2018	Non-Qualified Stock Option (right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fishel Rick C/O MASIMO CORPORATION, 40 PARKER IRVINE, CA 92618	Â	Â	Â	President Americas& WW OEM Bus

Signatures

/s/Mark P. de Raad,
Attorney-In-Fact

02/08/2013

**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) Since the date of the reporting person's last ownership report, pursuant to a domestic relations order (the "Domestic Relations Order"), the reporting person transferred an aggregate of 1,952 shares of Masimo common stock (the "Shares"), at the sole direction, and for the sole benefit, of the reporting person's former spouse. This transaction did not result in an acquisition of beneficial ownership by the reporting person.
- (2) 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.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.