MASIMO CORP Form 4 March 10, 2008

## FORM 4

### OMB APPROVAL

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

MASIMO CORP [MASI]

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

LASERSOHN JACK W

1. Name and Address of Reporting Person \*

(First)

(Middle)

C/O THE V L.P., 25 DE	JP, 03/06/2	(Month/Day/Year) 03/06/2008				_X_ Director 10% Owner Officer (give title below) Other (specify below)				
		endment, Da nth/Day/Year		l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SUMMIT, I	NJ 07901						Form filed by More than One Reporting Person			
(City)	(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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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)		
Common Stock							70,600	D		
Common Stock	03/06/2008		S	29,000	D	\$ 32.85	276,262	I	By Vertical Fund I, L.P. (1)	
Common Stock	03/06/2008		S	37,292	D	\$ 32.85	160,795	I	By Vertical Fund II, L.P. (1)	

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

#### Edgar Filing: MASIMO CORP - Form 4

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber Expiration Date		ate	Amou	ount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired					Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title No	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LASERSOHN JACK W C/O THE VERTICAL GROUP, L.P. 25 DEFOREST AVENUE SUMMIT, NJ 07901

X

## **Signatures**

/s/ Jack W. Lasersohn 03/10/2008

\*\*Signature of Date
Reporting Person

## **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).

Mr. Lasersohn is a partner of The Vertical Group, L.P., which is the sole general partner of Vertical Fund I, L.P. and Vertical Fund II,

(1) L.P. (collectively, the "Funds"). Mr. Lasersohn disclaims beneficial ownership of the shares owned by the Funds except to the extent of his indirect pecuniary interest in such shares.

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.

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