MASIMO CORP
Form 3
May 12, 2008

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Maniwa Tetsuro

(Last) (First) (Middle)

C/O MASIMO CORPORATION
40 PARKER

(Street)

IRVINE,Â CAÂ 92618

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/02/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President, Masimo Japan

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)	
Non-qualified stock option (right to buy)	Â (1)	05/24/2017	Common Stock	60,000	$ 15.4	D	Â
Non-qualified stock option (right to buy)	Â (2)	07/18/2017	Common Stock	1,000	$ 16	I	Family member (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maniwa Tetsuro C/O MASIMO CORPORATION 40 PARKER IRVINE,Â CAÂ 92618	Â	Â	Â President, Masimo Japan	Â

Signatures

/s/ Mark P. de Raad	05/12/2008
**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 May 24, 2007 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.

(2) This option was granted on July 18, 2007 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) Shares held directly by a family member of Mr. Maniwa for which Mr. Maniwa has voting or investment power.

Â

Remarks:

ExhibitÂ 24Â PowerÂ ofÂ Attorney

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.