SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addres	s of Reporting Person)*)	2. Issuer Name and Ticker or Trading Symbol <u>INTUITIVE SURGICAL INC</u> [ISRG]		tionship of Reporting Person all applicable) Director	10% Owner	
(Last) 1266 KIFER RC	(First) AD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2012	X	Officer (give title below) EVP da Vinci WW Sa	Other (specify below) les & Mktg	
(Street) SUNNYVALE	СА	94086	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than (ing Person	
(City)	(State)	(Zip)			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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	10/22/2012		М		6,250	Α	\$107.27	8,960	D	
Common Stock	10/22/2012		S		6,250 ⁽¹⁾	D	\$ 543.5427 ⁽²⁾	2,710	D	

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Derivati Securiti Acquire or Disp	5. Number of Derivative Securities Acquired (A) of (D) (Instr. 3, 4 and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Non- Qualified Stock Option (right to buy)	\$107.27	10/22/2012		М			6,250	(3)	02/17/2019	Common Stock	6,250	\$0.0	4,398	D	
Non- Qualified Stock Option (right to buy)	\$517.31	08/15/2012		A		11,250		(4)	08/15/2022	Common Stock	11,250	\$0.0	11,250	D	

Explanation of Responses:

1. These shares were sold pursuant to a Rule 10b5-1 Trading Plan, entered into on March 14, 2012.

2. The average selling price for the transactions was \$543.542672. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$542.00 - \$542.99 = 5,000 shares; \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$548.00 to \$548.99 = 1,250 shares. The shares sold at: \$548.00 to \$548.99 shares sold at: \$548.90 to \$548.99 shares sold at: \$548.90 to \$548.90 to \$548.99 shares sold at: \$548.90 to \$548.90

3. Non-statutory stock option granted pursuant to the 2000 Employee Stock Option Plan. The option vests 1/8th six months after the date of grant and 1/48th monthly thereafter.

4. Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. Option shall vest 7/48 one month after the date of grant and 1/48th each month thereafter.

By: Lori Serrano For: Jerome	10/22/2012
<u>McNamara</u>	<u>10/23/2012</u>
** Signature of Reporting Person	Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.