

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTUITIVE SURGICAL, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0416458
(I.R.S. Employer
Identification No.)

950 Kifer Road
Sunnyvale, California 94086
(408) 523-2100
(Address of Principal Executive Offices including Zip Code)

Lonnie M. Smith
President and Chief Executive Officer
Intuitive Surgical, Inc.
950 Kifer Road
Sunnyvale, California 94086
(408) 523-2100
(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Alan C. Mendelson, Esq.
Latham & Watkins LLP
135 Commonwealth Drive
Menlo Park, California 94025
(650) 463-4693

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-110229

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered(1) (2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount Of Registration Fee
Common Stock, \$0.001 par value	2,113	\$ 15.54	\$32,837	\$3

- (1) This registration statement shall also cover any additional shares of common stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of our common stock.
- (2) Represents shares issuable upon the exercise of warrants assumed by Intuitive Surgical, Inc. in connection with its acquisition of Computer Motion, Inc.
- (3) Estimated for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act. The calculation of the fee is based on \$15.54, which was the average of the high and low sales prices of the common stock on the Nasdaq National Market on December 3, 2003.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement relates to resales of shares of our common stock by the selling stockholders named in our Registration Statement on Form S-3 (File No. 333-110229) filed with the Securities and Exchange Commission on November 4, 2003. This Registration Statement is filed solely to increase the number of shares of our common stock which may be issued by us to, and re-sold by, such selling stockholders upon exercise of the warrants described in the prior Registration Statement. The contents of the prior Registration Statement are hereby incorporated by reference into this Registration Statement.

INDEX TO EXHIBITS

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
3.1	Amended and Restated Certificate of Incorporation of Registrant. (1)
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Registrant. (2)
3.3	Bylaws of Registrant. (1)
4.1	Specimen Stock Certificate. (1)
4.2	Form of Warrant to purchase Common Stock of Computer Motion, Inc. dated February 13, 2002. (3)
4.3	Form of Warrant to purchase Common Stock of Computer Motion, Inc. dated February 16, 2001. (4)
4.4	Form of Redeemable Warrant to purchase Common Stock of Computer Motion, Inc. dated September 22, 2000. (5)
4.5	Form of Redeemable Warrant to purchase Common Stock of Computer Motion, Inc. (6)
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Ernst & Young LLP, Independent Auditors.
23.3	Consent of Ernst & Young LLP, Independent Auditors.
24.1	Power of Attorney (included on signature page of Registration Statement No. 333-110229 and incorporated herein by reference).
(1)	Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form S-1 (File No. 333-33016).
(2)	Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form S-3 (File No. 333-108713).
(3)	Incorporated by reference to Exhibit 4.2 of Computer Motion, Inc.'s Registration Statement on Form S-3 (File No. 333-83552).
(4)	Incorporated by reference to Exhibit 4.3 of Computer Motion, Inc.'s Current Report on Form 8-K filed March 26, 2001.
(5)	Incorporated by reference to Exhibit 10.2 of Computer Motion, Inc.'s Quarterly Report on Form 10-Q filed November 14, 2000.
(6)	Incorporated by reference to Exhibit 10.15 of Computer Motion, Inc.'s Registration Statement on Form S-1 (File No. 333-29505).

[Letterhead of Latham & Watkins LLP]

December 5, 2003

Intuitive Surgical, Inc.
950 Kifer Road
Sunnyvale, California 94086

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

In connection with the registration of the resale of up to 2,113 shares (the "Shares") of common stock, par value \$0.001 per share, of Intuitive Surgical, Inc., a Delaware corporation (the "Company"), issuable upon the exercise of certain warrants (the "Warrants") assumed by the Company in connection with its acquisition of Computer Motion, Inc. under the Securities Act of 1933, as amended, by the Company on Form S-3 filed with the Securities and Exchange Commission on December 5, 2003, (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken by the Company in connection with the authorization, issuance and sale of the Shares. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing, it is our opinion that the Shares have been duly authorized and, upon exercise of the Warrants and issuance, delivery and payment of the Shares in the manner contemplated by the Warrants and the Registration Statement, will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-3) and related Prospectus of Intuitive Surgical, Inc. for the registration of up to 2,113 shares of common stock of our report dated January 31, 2003 (except for Note 1, as to which the date is May 5, 2003), with respect to the consolidated financial statements and schedule of Intuitive Surgical, Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California
December 2, 2003

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-3) and related Prospectus of Intuitive Surgical, Inc. for the registration of up to 2,113 shares of common stock of our report dated March 7, 2003, with respect to the consolidated financial statements and schedule of Computer Motion, Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
December 2, 2003