SEC	Form 4
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## FORM 4

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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addre		g Person <sup>*</sup>		er Name <b>and</b> Ticke	0	,	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Johnson Ama	<u>al M</u>		<u></u>				X	Director	10% 0	Owner		
(Last) 1020 KIFER RC	(First) DAD	(Middle)	3. Date 04/23	e of Earliest Transa /2020	ction (Month/E	Day/Year)		Officer (give title below)	Other below	(specify )		
			4. If Ar	mendment, Date of	Original Filed	(Month/Day/Year)		idual or Joint/Grou	p Filing (Check A	Applicable		
(Street) SUNNYVALE	CA	94086					Line) X	Form filed by On Form filed by Mo	1 0			
(City)	(State)	(Zip)						Person				
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disp	osed of, or Benefi	cially	Owned				
1. Title of Security	(Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A	) or	5. Amount of	6. Ownership	7. Nature		

	Date (Month/Day/Year)			action Instr.	Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	04/23/2020		М		262	Α	(1)	9,468	D	

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

	( <b>3</b> -, pare,,,,,														
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)		of		Expiration Date		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) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	04/23/2020		М			262	(2)	(2)	Common Stock	262	\$0	0	D	
Restricted Stock Units	(1)	04/23/2020		A		255		(3)	(3)	Common Stock	255	\$0.00	255	D	
Non- Qualified Stock Option (right to buy)	\$513.22	04/23/2020		A		766		(4)	04/23/2030	Common Stock	766	\$0.00	766	D	

Explanation of Responses:

1. Restricted stock units ("RSUs") convert into common stock on a one-for-one basis upon vesting.

2. On April 25, 2019, the Reporting Person was granted 262 RSUs, vesting as to 100% on the earlier of the one year anniversary of the date of grant or the next Annual Meeting of Stockholders.

3. 100% of the RSUs shall vest on the earlier of the one year anniversary of April 23, 2020 or the next Annual Meeting of Stockholders, subject to the Reporting Person's continued service as a director to the issuer.

4. 100% of the shares subject to the option shall vest on the earlier of the one year anniversary of April 23, 2020 or the next Annual Meeting of Stockholders, subject to the Reporting Person's continued service as a director to the issuer.

#### Remarks:

Exhibit 24.1 - Power of Attorney

### By: Donna Spinola For: Amal

M. Johnson



\*\* 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.

## **POWER OF ATTORNEY**

Know all by these present, that the undersigned hereby authorizes (i) Lori Serrano, (ii) Donna Spinola, (iii) Brian King and (iv) Siang Chin of Intuitive Surgical, Inc. (the "*Company*") and (v) any attorney employed in the Menlo Park, CA office of Latham & Watkins LLP, and each of them individually to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5, and any amendments thereto, and cause such form(s) to be filed with the U.S. Securities and Exchange Commission (the "*SEC*") pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitutes, shall lawfully do or cause to be done by virtue of this power of attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25<sup>th</sup> day of April 2019.

<u>/s/ Amal M Johnson</u> Signature

Amal M Johnson Print Name