

INTUITIVE SURGICAL INC

Form 4

November 21, 2012

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH LONNIE M

2. Issuer Name **and** Ticker or Trading
Symbol
INTUITIVE SURGICAL INC
[ISRG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1266 KIFER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

SUNNYVALE, CA 94086

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

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

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	11/20/2012		M	23,949 A	\$ 106.69 281,484	D	
Common Stock	11/20/2012		S	23,949 D	\$ 536.6728 257,535	D	
Common Stock	11/21/2012		M	2,906 A	\$ 112.66 260,441	D	
Common Stock	11/21/2012		S	2,906 D	\$ 534.6251 257,535	D	
Common Stock	11/21/2012		M	13,551 A	\$ 106.69 271,086	D	

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Common Stock	11/21/2012	S	13,551	D	\$ 534.6251	257,535	D	
Common Stock						127,821	I	by Trust

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 106.69	11/20/2012		M		23,949		<u>(2)</u>	02/07/2016	Common Stock	23,949
Non-Qualified Stock Option (right to buy)	\$ 106.69	11/21/2012		M		13,551		<u>(2)</u>	02/07/2016	Common Stock	13,551
Non-Qualified Stock Option (right to buy)	\$ 112.66	11/21/2012		M		2,906		<u>(2)</u>	02/15/2017	Common Stock	2,906

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH LONNIE M 1266 KIFER ROAD SUNNYVALE, CA 94086	X Chairman of the Board

Signatures

By: Lori Serrano For: Lonnie M Smith 11/21/2012

__Signature of Reporting Person

Date

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).

The shares were sold at an average price of \$536.6728. The actual selling price of the shares was: \$534.00 - \$534.99 - 200 shares sold;
(1) \$535.00 - \$535.99 - 7,300 shares sold; \$536.00 - \$536.99 - 11,931 shares sold; \$537.00 - \$537.99 - 500 shares sold; \$539.00 - \$539.99 - 3,969 shares sold; and \$540.00 - \$540.99 - 49 shares sold.

(2) Non-statutory stock option granted pursuant to the 2000 Employee Stock Option Plan. Option shall vest 1/8 six months after the date of grant and 1/48th each month thereafter.

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

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