

INTUITIVE SURGICAL INC

Form 4

January 29, 2013

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 *
MOHR MARSHALL

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)
01/28/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & CFO

SUNNYVALE, CA 94086

4. 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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/28/2013		M		3,200	A \$ 303.27	4,442 D
Common Stock	01/28/2013		S		3,200 (1)	D \$ 574.1221	1,242 D
Common Stock	01/28/2013		M		3,600	A \$ 303.27	4,842 D
Common Stock	01/28/2013		S		3,600 (1)	D \$ 574.5748	1,242 D
Common Stock	01/28/2013		M		1,200	A \$ 112.66	2,442 D

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Common Stock 01/28/2013 S 1,200
(1) D \$ 574.5748 1,242 D

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

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(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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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)	\$ 112.66	01/28/2013		M		1,200		<u>(2)</u>	02/15/2017	Common Stock	1,200
Non-Qualified Stock Option (right to buy)	\$ 303.27	01/28/2013		M		3,200		<u>(2)</u>	02/15/2018	Common Stock	3,200
Non-Qualified Stock Option (right to buy)	\$ 303.27	01/28/2013		M		3,600		<u>(2)</u>	02/15/2018	Common Stock	3,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOHR MARSHALL 1266 KIFER ROAD SUNNYVALE, CA 94086	SVP & CFO

Signatures

Marshall L Mohr 01/28/2013

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