

SMITH LONNIE M

Form 4

February 05, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)

1020 KIFER ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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)
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 168.41	02/01/2018								
			D		7,500	(1)	02/15/2022		Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 172.4367	02/01/2018								
			D		7,500	(1)	08/15/2022		Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 161.2667	02/01/2018								
			D		9,000	(1)	04/25/2023		Common Stock	9,000
Non-Qualified Stock Option (right to buy)	\$ 123.7733	02/01/2018								
			D		4,500	(1)	04/24/2024		Common Stock	4,500
Non-Qualified Stock Option (right to buy)	\$ 170.9233	02/01/2018								
			D		3,150	(1)	04/23/2025		Common Stock	3,150
Non-Qualified Stock Option (right to buy)	\$ 213.97	02/01/2018								
			D		1,329	(1)	04/21/2026		Common Stock	1,329

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH LONNIE M 1020 KIFER ROAD SUNNYVALE, CA 94086		X		

Signatures

By: Lori Serrano For: Lonnie M Smith 02/05/2018

____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).

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- (1) 100% of the shares subject to the option were fully vested and exercisable immediately prior to cancellation.

The option was cancelled with respect to the number of shares reported pursuant to an agreement between the reporting person and the issuer. The option cancellation was in partial satisfaction of the terms of a settlement of claims brought in a purported stockholder's derivative lawsuit against the reporting person, among other current and former officers and directors of the issuer, and the issuer as a nominal defendant.

(2)

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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