

STALK GEORGE JR
Form 4
March 01, 2010

FORM 4

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

OMB APPROVAL

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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 *
STALK GEORGE JR

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)

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

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

950 KIFER ROAD

02/26/2010

(Street)

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

SUNNYVALE, CA 94086

(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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/26/2010		M			11,666	A	\$ 269.34	11,666	D	
Common Stock	02/26/2010		S			44	D	\$ 346.17	11,622	D	
Common Stock	02/26/2010		M			5,000	A	\$ 288.5	16,622	D	
Common Stock	02/26/2010		S			661	D	\$ 346.2	15,961	D	
Common Stock	02/26/2010		S			16	D	\$ 346.18	15,945	D	

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Common Stock	02/26/2010	S	88	D	\$ 346.5	15,857	D
Common Stock	02/26/2010	S	40	D	\$ 346.13	15,817	D
Common Stock	02/26/2010	S	3,686	D	\$ 346.22	12,131	D
Common Stock	02/26/2010	S	135	D	\$ 346.3	11,996	D
Common Stock	02/26/2010	S	544	D	\$ 346.265	11,452	D
Common Stock	02/26/2010	S	77	D	\$ 346.53	11,375	D
Common Stock	02/26/2010	S	3,256	D	\$ 346.28	8,119	D
Common Stock	02/26/2010	S	200	D	\$ 346.7	7,919	D
Common Stock	02/26/2010	S	300	D	\$ 346.15	7,619	D
Common Stock	02/26/2010	S	100	D	\$ 346.71	7,519	D
Common Stock	02/26/2010	S	200	D	\$ 346.23	7,319	D
Common Stock	02/26/2010	S	100	D	\$ 346.68	7,219	D
Common Stock	02/26/2010	S	827	D	\$ 346.21	6,392	D
Common Stock	02/26/2010	S	100	D	\$ 346.12	6,292	D
Common Stock	02/26/2010	S	200	D	\$ 346.29	6,092	D
Common Stock	02/26/2010	S	300	D	\$ 346.11	5,792	D
Common Stock	02/26/2010	S	100	D	\$ 346.3525	5,692	D
Common Stock	02/26/2010	S	952	D	\$ 346.46	4,740	D
Common Stock	02/26/2010	S	241	D	\$ 346.2	4,499	D
Common Stock	02/26/2010	S	939	D	\$ 345.78	3,560	D
	02/26/2010	S	100	D	\$ 346.75	3,460	D

Common
Stock

Common Stock 02/26/2010 S 3,300 D \$ 346.14 160 D

Common Stock 02/26/2010 S 160 D \$ 346.56 0 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 Acquired (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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 269.34	02/26/2010		M	11,666	<u>(1)</u> 10/19/2017	Common Stock	11,666
Non-Qualified Stock Option (right to buy)	\$ 288.5	02/26/2010		M	5,000	<u>(2)</u> 04/21/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STALK GEORGE JR 950 KIFER ROAD SUNNYVALE, CA 94086	X			

Signatures

/s/ George Stalk,
Jr. 03/01/2010

**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) Non-statutory stock option granted pursuant to the Non-Employee Directors' Stock Option Plan. Option shall vest 1/3rd one year after the date of grant and 1/36th each month thereafter.
- (2) Non-statutory stock option granted pursuant to the Non-Employee Directors' Stock Option Plan. Option shall vest 100% one year after the date of grant date.

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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