

MELTZER MARK J

Form 4

January 27, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MELTZER MARK J

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)
950 KIFER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2011

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/26/2011		M		1,500	A	\$ 107.27	1,856	D
Common Stock	01/26/2011		S		100	D	\$ 338.6	1,756	D
Common Stock	01/26/2011		S		40	D	\$ 338.61	1,716	D
Common Stock	01/26/2011		S		100	D	\$ 338.63	1,616	D
Common Stock	01/26/2011		S		60	D	\$ 338.6	1,556	D

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Common Stock	01/26/2011	S	418	D	\$ 338.18	1,138	D
Common Stock	01/26/2011	S	195	D	\$ 338.18	943	D
Common Stock	01/26/2011	S	205	D	\$ 338.18	738	D
Common Stock	01/26/2011	S	82	D	\$ 338.18	656	D
Common Stock	01/26/2011	S	200	D	\$ 338.18	456	D
Common Stock	01/26/2011	S	100	D	\$ 338.18	356	D

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 of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 107.27	01/26/2011		M	1,500	<u>(1)</u> 02/17/2019	Common Stock 1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
MELTZER MARK J 950 KIFER ROAD SUNNYVALE, CA 94086	Director 10% Owner Officer Other SVP & General Counsel

Signatures

/s/ Mark Meltzer

01/27/2011

__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 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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