

Samath Jamie
Form 4
February 21, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Samath Jamie

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP & Principal Accounting Offi

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 | 02/16/2018 | | M ⁽¹⁾ | | 843 | A | \$ 0 | 1,232 | D | |
| Common Stock | 02/16/2018 | | F ⁽¹⁾ | | 292 | D | \$ 0 | 940 | D | |
| Common Stock | 02/17/2018 | | M ⁽²⁾ | | 731 | A | \$ 0 | 1,671 | D | |
| Common Stock | 02/17/2018 | | F ⁽²⁾ | | 349 | D | \$ 0 | 1,322 | D | |
| Common Stock | 02/18/2018 | | M ⁽³⁾ | | 780 | A | \$ 0 | 2,102 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|-------------|-------|---|
| Common Stock | 02/18/2018 | F ⁽³⁾ | 387 | D | \$ 0 | 1,715 | D |
| Common Stock | 02/20/2018 | S ⁽⁴⁾ | 861 | D | \$ 420.0906 | 854 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. F |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/18/2018 | | M | 780 | <u>(5)</u> | 02/18/2018 | Common Stock | 780 |
| Restricted Stock Units | \$ 0 | 02/17/2018 | | M | 731 | <u>(5)</u> | 02/17/2019 | Common Stock | 731 |
| Restricted Stock Units | \$ 0 | 02/16/2018 | | M | 843 | <u>(5)</u> | 02/17/2020 | Common Stock | 843 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Samath Jamie 1020 KIFER ROAD SUNNYVALE, CA 94086 | VP & Principal Accounting Offi |

Signatures

Jamie Samath

02/21/2018

__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).
 - On 2/16/16, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on a one-for-one basis. On 2/16/18, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account
 - (1)
 - On 2/17/15, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the grant date on a one-for-one basis. On 2/17/18, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account
 - (2)
 - On 2/18/14, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the grant date on a one-for-one basis. On 2/18/18, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account.
 - (3)
 - The shares were sold subject to a 10b5-1 trading plan established on 11-1-17.
 - (4)
 - Each Restricted Stock Unit, granted pursuant to the 2010 Employee Stock Option Plan, represents a contingent right to receive one share of Intuitive Surgical common stock. The grant vests 25% on the first anniversary of the date of grant and annually thereafter, over a four year period of time.
 - (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.