

INTUITIVE SURGICAL INC

Form 4

April 25, 2016

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 *
HALVORSON ERIC H

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)
04/21/2016

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

1020 KIFER ROAD

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|---|
| | | | | Code | V Amount Price | | | |
| Common Stock | 04/21/2016 ⁽¹⁾ | | M | 460 | A \$ 0 | 2,485 | D | |
| Common Stock | 04/22/2016 | | M | 1,063 | A \$ 371.32 | 3,548 | D | |
| Common Stock | 04/22/2016 | | S | 1,063 | D \$ 639.2108 | 2,485 | D | |
| Common Stock | 04/22/2016 | | M | 2,125 | A \$ 483.8 | 4,610 | D | |
| Common Stock | 04/22/2016 | | S | 2,125 | D \$ 639.2108 | 2,485 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-------------|-------|---|
| Common Stock | 04/22/2016 | M | 2,500 | A | \$ 579.24 | 4,985 | D |
| Common Stock | 04/22/2016 | S | 2,500 | D | \$ 639.2108 | 2,485 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 371.32 | 04/22/2016 | | M | 1,063 | ⁽²⁾ 04/24/2024 | Common Stock | 1,063 | |
| Non-Qualified Stock Option (right to buy) | \$ 483.8 | 04/22/2016 | | M | 2,125 | ⁽²⁾ 04/25/2023 | Common Stock | 2,125 | |
| Non-Qualified Stock Option (right to buy) | \$ 579.24 | 04/22/2016 | | M | 2,500 | ⁽²⁾ 04/19/2022 | Common Stock | 2,500 | |
| Restricted Stock Units | \$ 0 | 04/21/2016 | | M | 460 | ⁽³⁾ 04/23/2019 | Common Stock | 460 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALVORSON ERIC H 1020 KIFER ROAD SUNNYVALE, CA 94086 | | X | | |

Signatures

Eric H
Halvorson

04/25/2016

__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) As approved by the Issuers Board of Directors on January 28, 2016, these RSUs vested on April 21, 2016, the date of the Issuer?s annual stockholders meeting, which fell two days earlier than the first anniversary of the date of grant.
 - (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.
 - (3) The RSUs fully vest on the earlier of the first anniversary of the date of grant or the date of the next annual stockholders meeting.

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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