

MCNAMARA JEROME J
Form 4
April 24, 2012

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 *
MCNAMARA JEROME 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)
1266 KIFER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP da Vinci WW Sales & Mktg

SUNNYVALE, CA 94086

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 04/20/2012 | | M | | 10,000 A \$ 303.27 | 12,686 | D |
| Common Stock | 04/20/2012 | | S | | 10,000 (1) D \$ 575.0807 (2) | 2,686 | D |
| Common Stock | 04/20/2012 | | M | | 10,000 A \$ 303.27 | 12,686 | D |
| Common Stock | 04/20/2012 | | S | | 10,000 (1) D \$ 575.057 (3) | 2,686 | D |
| Common Stock | 04/20/2012 | | M | | 10,000 A \$ 303.27 | 12,686 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|-----------------------|--------|---|
| Common Stock | 04/20/2012 | S | <u>10,000</u> (1) | D | \$ 575.1121 (4) | 2,686 | D |
| Common Stock | 04/20/2012 | M | 9,144 | A | \$ 107.27 | 11,830 | D |
| Common Stock | 04/20/2012 | S | <u>9,144</u> (1) | D | \$ 575.0346 (4) | 2,686 | 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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 107.27 | 04/20/2012 | | M | 9,144 | (5) 02/17/2019 | Common Stock | 9,144 |
| Non-Qualified Stock Option (right to buy) | \$ 303.27 | 04/20/2012 | | M | 10,000 | (6) 02/15/2018 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 303.27 | 04/20/2012 | | M | 10,000 | (6) 02/15/2018 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 303.27 | 04/20/2012 | | M | 10,000 | (6) 02/15/2018 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCNAMARA JEROME J
1266 KIFER ROAD
SUNNYVALE, CA 94086

EVP da Vinci WW Sales & Mktg

Signatures

By: Lori Serrano For: Jerome J.
McNamara

04/24/2012

 **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) These shares were sold pursuant to a Rule 10b5-1 Trading Plan, entered into on March 14, 2012.

The average selling price for the transactions was \$575.0807. The shares sold at: \$569.00 - \$569.99 = 259 shares; \$570.00 to \$570.99 = 1,307 shares; \$571.00 - \$571.99 = 927 shares; \$572.00 - \$572.99 = 879 shares; \$573.00 - \$573.99 = 584 shares; \$574.00 - \$574.99 = 1,253 shares; \$575.00 - \$575.99 = 814 shares; \$576.00 - \$576.99 = 457 shares; \$577.00 - \$577.99 = 200 shares; \$578.00 - \$578.99 = 1,289 shares; \$579.00 - \$579.99 = 1,329 shares; \$580.00 - \$580.99 = 532 shares; \$581.00 - \$581.99 = 170 shares.

(3) The average selling price for the transactions was \$575.057. The shares sold at: \$569.00 - \$569.99 = 259 shares; \$570.00 to \$570.99 = 1,305 shares; \$571.00 - \$571.99 = 928 shares; \$572.00 - \$572.99 = 880 shares; \$573.00 - \$573.99 = 1,084 shares; \$574.00 - \$574.99 = 752 shares; \$575.00 - \$575.99 = 814 shares; \$576.00 - \$576.99 = 457 shares; \$577.00 - \$577.99 = 200 shares; \$578.00 - \$578.99 = 1,289 shares; \$579.00 - \$579.99 = 1,329 shares; \$580.00 - \$580.99 = 532 shares; \$581.00 - \$581.99 = 170 shares.

(4) The average selling price for the transactions was \$575.112119 The shares sold at: \$569.00 - \$569.99 = 259 shares; \$570.00 to \$570.99 = 1,306 shares; \$571.00 - \$571.99 = 930 shares; \$572.00 - \$572.99 = 879 shares; \$573.00 - \$573.99 = 583 shares; \$574.00 - \$574.99 = 751 shares; \$575.00 - \$575.99 = 1,314 shares; \$576.00 - \$576.99 = 457 shares; \$577.00 - \$577.99 = 201 shares; \$578.00 - \$578.99 = 1,289 shares; \$579.00 - \$579.99 = 1,329 shares; \$580.00 - \$580.99 = 532 shares; \$581.00 - \$581.99 = 170 shares.

(5) Non-statutory stock option granted pursuant to the 2000 Employee Stock Option Plan. The option vests 1/8th six months after the date of grant and 1/48th monthly thereafter.

(6) 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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