

Samath Jamie
Form 4
October 25, 2017

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 *
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)
10/24/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ 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)
 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 | 10/24/2017 | | M | 474 A \$ 238.9133 | 474 ⁽¹⁾ | D | |
| Common Stock | 10/24/2017 | | S ⁽²⁾ | 474 D \$ 371.1863 | 0 ⁽¹⁾ | D | |
| Common Stock | 10/24/2017 | | M | 104 A \$ 230.9967 | 104 ⁽¹⁾ | D | |
| Common Stock | 10/24/2017 | | S ⁽²⁾ | 104 D \$ 371.1863 | 0 ⁽¹⁾ | D | |
| Common Stock | 10/24/2017 | | M | 108 A \$ 178.3867 | 108 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|-------------|--------------------|---|
| Common Stock | 10/24/2017 | S ⁽²⁾ | 108 | D | \$ 371.1863 | 0 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | M | 145 | A | \$ 177.6833 | 145 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | S ⁽²⁾ | 145 | D | \$ 371.1863 | 0 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | M | 148 | A | \$ 171.3333 | 148 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | S ⁽²⁾ | 148 | D | \$ 371.1863 | 0 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | M | 292 | A | \$ 153.0467 | 292 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | S ⁽²⁾ | 292 | D | \$ 371.1863 | 0 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | M | 293 | A | \$ 148.03 | 293 ⁽¹⁾ | D |
| Common Stock | 10/24/2017 | S ⁽²⁾ | 293 | D | \$ 371.1863 | 0 ⁽¹⁾ | 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 148.03 | 10/24/2017 | | M | 293 | ⁽³⁾ 02/18/2024 | Common Stock | 293 |
| Non-Qualified | \$ | 10/24/2017 | | M | 292 | ⁽⁴⁾ 08/15/2024 | Common | 292 |

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| | | | | | | | | | | |
|-------------------------------------------------|----------------|------------|-----|---|-----|-----|------------|-----------------|-------|-----|
| Stock Option (right to buy) | 153.0467 | | | | | | | | Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 171.3333 | 10/24/2017 | | M | 148 | (3) | 02/17/2025 | Common Stock | | 148 |
| Non-Qualified Stock Option (right to buy) | \$ 177.6833 | 10/24/2017 | | M | 145 | (4) | 08/17/2025 | Common Stock | | 145 |
| Non-Qualified Stock Option (right to buy) | \$ 178.3867 | 10/24/2017 | (1) | M | 108 | (3) | 02/16/2026 | Common Stock | | 108 |
| Non-Qualified Stock Option (right to buy) | \$ 230.9967 | 10/24/2017 | | M | 104 | (4) | 08/15/2026 | Common Stock | | 104 |
| Non-Qualified Stock Option (right to buy) | \$ 238.9133 | 10/24/2017 | | M | 474 | (3) | 02/15/2027 | Common Stock | | 474 |

Reporting Owners

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

Signatures

Jamie Samath 10/24/2017
 **Signature of Date
 Reporting Person

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 October 6, 2017, the common stock and equity grants of Intuitive Surgical split 3-for-1, resulting in the reporting person's ownership
- (1) of the company's stock and equity grants to increase (for every one share owned or granted, 2 additional shares were issued) and the exercise price of stock option grants to decrease to 1/3rd of the original grant price.
 - (2) These shares were sold pursuant to a Rule 10b5-1 Trading Plan, entered into on May 5, 2017.
 - (3) Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. The option vests 1/8th six months after the date of grant and 1/48th monthly thereafter.
 - (4) Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. Option shall vest 7/48 one month 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. 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.