

INTUITIVE SURGICAL INC
Form 4
May 08, 2006

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)
950 KIFER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2006

____ Director
 Officer (give title below) Sr. Vice President
____ 10% Owner
____ Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/04/2006 | | M | V | 4,731 A \$ 11.74 | 6,064 ⁽¹⁾ | D |
| Common Stock | 05/04/2006 | | M | | 4,433 A \$ 18.5 | 10,497 | D |
| Common Stock | 05/04/2006 | | M | | 3,126 A \$ 18.5 | 13,623 | D |
| Common Stock | 05/04/2006 | | M | | 2,084 A \$ 19.68 | 15,707 | D |
| Common Stock | 05/04/2006 | | M | | 626 A \$ 47.86 | 16,333 | D |
| Common Stock | 05/04/2006 | | S | | 5,605 D \$ 125 | 10,728 | D |
| Common Stock | 05/04/2006 | | S | | 700 D \$ 125.01 | 10,028 | D |
| Common Stock | 05/04/2006 | | S | | 765 D | 9,263 | D |

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| | | | | | \$ | | |
|--------------|------------|---|-------|---|--------|-------|---|
| | | | | | 125.02 | | |
| Common Stock | 05/04/2006 | S | 400 | D | \$ | 8,863 | D |
| | | | | | 125.03 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 8,763 | D |
| | | | | | 125.04 | | |
| Common Stock | 05/04/2006 | S | 50 | D | \$ | 8,713 | D |
| | | | | | 125.05 | | |
| Common Stock | 05/04/2006 | S | 2,200 | D | \$ | 6,513 | D |
| | | | | | 125.2 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 6,413 | D |
| | | | | | 125.22 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 6,313 | D |
| | | | | | 125.23 | | |
| Common Stock | 05/04/2006 | S | 900 | D | \$ | 5,413 | D |
| | | | | | 125.27 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 5,313 | D |
| | | | | | 125.28 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 5,213 | D |
| | | | | | 125.36 | | |
| Common Stock | 05/04/2006 | S | 400 | D | \$ | 4,813 | D |
| | | | | | 125.38 | | |
| Common Stock | 05/04/2006 | S | 200 | D | \$ | 4,613 | D |
| | | | | | 125.39 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 4,513 | D |
| | | | | | 125.44 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 4,413 | D |
| | | | | | 125.45 | | |
| Common Stock | 05/04/2006 | S | 100 | D | \$ | 4,313 | D |
| | | | | | 125.47 | | |
| Common Stock | 05/04/2006 | S | 500 | D | \$ | 3,813 | D |
| | | | | | 125.5 | | |
| Common Stock | 05/04/2006 | S | 200 | D | \$ | 3,613 | D |
| | | | | | 125.52 | | |
| Common Stock | 05/04/2006 | S | 400 | D | \$ | 3,213 | D |
| | | | | | 125.54 | | |
| Common Stock | 05/04/2006 | S | 500 | D | \$ | 2,713 | D |
| | | | | | 125.6 | | |
| Common Stock | 05/04/2006 | S | 21 | D | \$ | 2,692 | D |
| | | | | | 125.61 | | |
| Common Stock | 05/04/2006 | S | 1,200 | D | \$ | 1,492 | D |
| | | | | | 125.62 | | |
| Common Stock | 05/04/2006 | S | 59 | D | \$ | 1,433 | D |

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125.63

Common Stock 05/04/2006 S 100 D \$ 1,333 D
125.64

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 11.74 | 05/04/2006 | | M | 4,731 | <u>(2)</u> 02/06/2013 | Common Stock | 4,731 |
| Stock Option | \$ 18.5 | 05/04/2006 | | M | 4,433 | <u>(2)</u> 02/13/2014 | Common Stock | 4,433 |
| Stock Option | \$ 18.5 | 05/04/2006 | | M | 3,126 | <u>(4)</u> 02/01/2012 | Common Stock | 3,126 |
| Stock Option | \$ 19.68 | 05/04/2006 | | M | 2,084 | <u>(4)</u> 03/25/2012 | Common Stock | 2,084 |
| Stock Option | \$ 47.86 | 05/04/2006 | | M | 626 | <u>(2)</u> 02/11/2015 | Common Stock | 626 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCNAMARA JEROME J 950 KIFER ROAD SUNNYVALE, CA 94086 | | | Sr. Vice President | |

Signatures

/s/Jerome

McNamara

05/08/2006

 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) The total reflects the additional purchase of 108 shares made pursuant to the 2000 Employee Stock Purchase Plan
- (2) Exercised shares are fully exercisable; remaining option shares vested at 1/48th of total grant per month.

This number reflects the correct number of shares that remain subject to this option after taking into account the transaction being

- (3) reported herein. Report filed on 11/3/2005 inadvertently reflected only the number of shares then exercisable pursuant to the option rather than the total number of shares that remained subject to the option at that time.
- (4) All share option grants are vested.

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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