

INTUITIVE SURGICAL INC

Form 4

April 24, 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 *
LEVY ALAN 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)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2017

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 or Price		
Common Stock	04/20/2017		M		385 A \$ 0 ⁽¹⁾	2,598	D
Common Stock	04/21/2017		M		313 A \$ 371.32	2,911	D
Common Stock	04/21/2017		S ⁽²⁾		313 D \$ 811.67	2,598	D
Common Stock	04/21/2017		M ⁽²⁾		688 A \$ 357.19	3,286	D
Common Stock	04/21/2017		S		688 D \$ 811.67	2,598	D

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Common Stock 04/24/2017 S⁽²⁾ 385 D \$ 817 2,213 D

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

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 357.19	04/21/2017		M	688	⁽³⁾ 04/21/2021	Common Stock	688
Non-Qualified Stock Option (right to buy)	\$ 371.32	04/21/2017		M	313	⁽³⁾ 04/24/2024	Common Stock	313
Non-Qualified Stock Option (right to buy)	\$ 814.45	04/20/2017		A	607	⁽³⁾ 04/20/2027	Common Stock	607
Restricted Stock Units	\$ 0	04/20/2017		A	202	⁽⁴⁾ 02/21/2018	Common Stock	202
Restricted Stock Units	\$ 0	04/20/2017		M	385	⁽⁴⁾ 04/21/2020	Common Stock	385

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY ALAN J 1020 KIFER ROAD SUNNYVALE, CA 94086		X		

Signatures

By: Lori Serrano For: Alan J
Levy

04/24/2017

__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 acquired from the vest and release of an RSU grant previously issued to the Filer.
- (2) These shares were sold pursuant to a Rule 10b5-1 Trading Plan, entered into on November 29, 2016.

- Non-statutory stock option granted pursuant to the Non-Employee Directors' Stock Option Plan. Option shall vest 100% one year after the
- (3) date of grant or at the next Shareholders Meeting, whichever should take place first, provided that vesting will cease on termination of the Directors service to the Company.
 - (4) 100% of the grant will vest on the anniversary date of the grant or the next Annual Shareholders Meeting, whichever takes place first, provided however that vesting will cease on termination of the Director's service to the company.

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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