

INTUITIVE SURGICAL INC
 Form 4
 May 04, 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 *
 STALK GEORGE JR

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)
 05/03/2016

Director 10% Owner
 Officer (give title below) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/03/2016 | | M | | 1,212 A \$ 357.19 | 2,026 | D |
| Common Stock | 05/03/2016 | | S | | 1,212 D \$ 618.6989 | 814 | D |
| Common Stock | 05/03/2016 | | M | | 2,500 A \$ 579.24 | 3,314 | D |
| Common Stock | 05/03/2016 | | S | | 2,500 D \$ 618.6989 | 814 | D |
| | 05/03/2016 | | M | | 744 A \$ 512.77 | 1,558 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------------|-------|--|---|
| Common Stock | | | | | | | | |
| Common Stock | 05/03/2016 | S | 744 | D | \$ 618.6989 (1) | 814 | | D |
| Common Stock | 05/03/2016 | M | 1,063 | A | \$ 371.32 | 1,877 | | D |
| Common Stock | 05/03/2016 | S | 1,063 | D | \$ 618.6989 (1) | 814 | | D |
| Common Stock | 05/03/2016 | M | 2,125 | A | \$ 483.8 | 2,939 | | D |
| Common Stock | 05/03/2016 | S | 2,125 | D | \$ 618.6989 (1) | 814 | | D |

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

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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 357.19 | 05/03/2016 | | M | 1,212 | (2) 04/21/2021 | Common Stock | 1,212 |
| Non-Qualified Stock Option (right to buy) | \$ 371.32 | 05/03/2016 | | M | 1,063 | (2) 04/24/2024 | Common Stock | 1,063 |
| Non-Qualified Stock Option (right to buy) | \$ 483.8 | 05/03/2016 | | M | 2,125 | (2) 04/25/2023 | Common Stock | 2,125 |

| | | | | | | | | |
|---|-----------|------------|---|-------|-----|------------|-----------------|-------|
| Non-Qualified Stock Option (right to buy) | \$ 512.77 | 05/03/2016 | M | 744 | (2) | 04/23/2025 | Common Stock | 744 |
| Non-Qualified Stock Option (right to buy) | \$ 579.24 | 05/03/2016 | M | 2,500 | (2) | 04/19/2022 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STALK GEORGE JR 1020 KIFER ROAD SUNNYVALE, CA 94086 | X | | | |

Signatures

By: Lori Serrano For:
George Stalk

05/04/2016

**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).

- The average selling price for the transactions was \$618.698939 The shares sold at: \$615.00 - \$615.99 = 400 shares; \$616.00 - \$616.99 = 700 shares; \$617.00 - \$617.99 = 1,350 shares; \$618.00 to \$618.99 = 1,250 shares; \$619.00 - \$619.99 = 415 shares; \$620.00 - \$620.99 = 3,529 shares.
- (1) 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.
- (2)

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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