

INTUITIVE SURGICAL INC

Form 4

February 22, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOHR MARSHALL

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)  
02/17/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP & CFO

SUNNYVALE, CA 94086

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	02/17/2017		M		704	A \$ 0	2,291 D
Common Stock	02/17/2017		M		2,000	A \$ 303.27	4,291 D
Common Stock	02/17/2017		S <sup>(1)</sup>		2,000	D \$ 725	2,291 D
Common Stock	02/17/2017		F <sup>(2)</sup>		368	D \$ 0	1,923 D
Common Stock	02/21/2017		M		521	A \$ 0	2,444 D

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Common Stock	02/21/2017	F <sup>(3)</sup>	272	D	\$ 0	2,172	D	
Common Stock						242	I	by Son

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.**

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 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)	\$ 303.27	02/17/2017		M		2,000		<u>(4)</u>	02/15/2018	Common Stock	2,000
Restricted Stock Units	\$ 0	02/17/2017		M		704		<u>(5)</u>	02/17/2018	Common Stock	704
Restricted Stock Units	\$ 0	02/21/2017		M		521		<u>(5)</u>	02/18/2018	Common Stock	521

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOHR MARSHALL 1020 KIFER ROAD SUNNYVALE, CA 94086	SVP & CFO

## Signatures

By: Lori Serrano For: Marshall L  
Mohr

02/22/2017

          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 sold pursuant to a Rule 10b5-1 Trading Plan, entered into on November 7, 2016.

On 2/17/15, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on

(2) a one-for-one basis. On 2/17/17, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account

On 2/18/14, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on

(3) a one-for-one basis. On 2/21/17, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account

(4) 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.

Each Restricted Stock Unit, granted pursuant to the 2010 Employee Stock Option Plan, represents a contingent right to receive one share

(5) of Intuitive Surgical common stock. The grant vests 25% on the first anniversary of the date of grant and annually thereafter, over a four year period of time.

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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