

GUTHART GARY S

Form 4

April 24, 2012

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GUTHART GARY S

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)  
1266 KIFER ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/20/2012

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☒ Other (specify below)  
President & CEO / President & CEO

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)
Common Stock	04/20/2012		M	688 A	\$ 11.74 38,341	D	
Common Stock	04/20/2012		S	688 <sup>(1)</sup> D	\$ 575.0418 37,653	D	
Common Stock	04/20/2012		M	1,312 A	\$ 18.5 38,965	D	
Common Stock	04/20/2012		S	1,312 <sup>(1)</sup> D	\$ 575.0418 37,653	D	
	04/20/2012		M	1,500 A	\$ 47.86 39,153	D	

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Common  
Stock

Common Stock	04/20/2012	S	1,500 (1)	D	\$ 574.9787 (4)	37,653	D
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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 Security (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)	\$ 11.74	04/20/2012		M		688		<u>(5)</u>	02/06/2013	Common Stock	688
Non-Qualified Stock Option (right to buy)	\$ 18.5	04/20/2012		M		1,312		<u>(5)</u>	02/13/2014	Common Stock	1,312
Non-Qualified Stock Option (right to buy)	\$ 47.86	04/20/2012		M		1,500		<u>(5)</u>	02/11/2015	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUTHART GARY S 1266 KIFER ROAD SUNNYVALE, CA 94086	X		President & CEO	President & CEO

## Signatures

Gary S. Guthart

04/23/2012

\_\_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 March 13, 2012.

The average selling price for the transactions was \$575.0418. The shares sold at: \$569.00 - \$569.99 = 18 shares; \$570.00 to \$570.99 = 89 shares; \$571.00 - \$571.99 = 65 shares; \$572.00 - \$572.99 = 54 shares; \$573.00 - \$573.99 = 29 shares; \$574.00 - \$574.99 = 120 shares; \$575.00 - \$575.99 = 52 shares; \$576.00 - \$576.99 = 31 shares; \$577.00 - \$577.99 = 13 shares; \$578.00 - \$578.99 = 82 shares; \$579.00 - \$579.99 = 89 shares; \$580.00 - \$580.99 = 35 shares; \$581.00 - \$581.99 = 11 shares.

(3) The average selling price for the transactions was \$575.0418. The shares sold at: \$569.00 - \$569.99 = 34 shares; \$570.00 to \$570.99 = 169 shares; \$571.00 - \$571.99 = 123 shares; \$572.00 - \$572.99 = 103 shares; \$573.00 - \$573.99 = 56 shares; \$574.00 - \$574.99 = 228 shares; \$575.00 - \$575.99 = 98 shares; \$576.00 - \$576.99 = 58 shares; \$577.00 - \$577.99 = 26 shares; \$578.00 - \$578.99 = 157 shares; \$579.00 - \$579.99 = 171 shares; \$580.00 - \$580.99 = 68 shares; \$581.00 - \$581.99 = 21 shares.

(4) The average selling price for the transactions was \$574.978733. The shares sold at: \$569.00 - \$569.99 = 37 shares; \$570.00 to \$570.99 = 203 shares; \$571.00 - \$571.99 = 138 shares; \$572.00 - \$572.99 = 111 shares; \$573.00 - \$573.99 = 50 shares; \$574.00 - \$574.99 = 297 shares; \$575.00 - \$575.99 = 101 shares; \$576.00 - \$576.99 = 67 shares; \$577.00 - \$577.99 = 29 shares; \$578.00 - \$578.99 = 177 shares; \$579.00 - \$579.99 = 187 shares; \$580.00 - \$580.99 = 78 shares; \$581.00 - \$581.99 = 25 shares.

(5) 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.

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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