RUBASH MARK J

Form 4

October 26, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

1020 KIFER ROAD

(Print or Type Responses)

1. Name and Address of Reporting Person * RUBASH MARK J

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

INTUITIVE SURGICAL INC

[ISRG]

3. Date of Earliest Transaction

(Month/Day/Year) 10/24/2017

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner Officer (give title _ Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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) | Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 10/24/2017 | | M | 3,000 | A | \$ 123.7733 | 6,453 (1) | D | |
| Common Stock | 10/24/2017(1) | | S(2) | 3,000 | D | \$ 371.1707 | 3,453 | D | |
| Common Stock | 10/24/2017 | | M(2) | 3,000 | A | \$ 193.08 | 6,453 <u>(1)</u> | D | |
| Common Stock | 10/24/2017 | | S | 3,000 | D | \$ 371.1731 | 3,453 <u>(1)</u> | D | |
| Common Stock | 10/24/2017 | | M | 750 | A | \$ 119.0633 | 4,203 (1) | D | |

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Common Stock 10/24/2017 $S_{\underline{(2)}}$ 750 D $\frac{\$}{371.1731}$ 3,453 $\frac{(1)}{2}$ 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 out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------|---------------------|----------------------------------------------------------|-----------------|-----------------------------------------------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shares | |
| Non-Qualified Stock Option (right to buy) | \$ 119.0633 | 10/24/2017 | | M | 750 | <u>(3)</u> | 04/21/2021 | Common Stock | 750 | |
| Non-Qualified Stock Option (right to buy) | \$ 123.7733 | 10/24/2017 | | M | 3,000 | (3) | 04/24/2024 | Common Stock | 3,00 | |
| Non-Qualified Stock Option (right to buy) | \$ 193.08 | 10/24/2017 | <u>(1)</u> | M | 3,000 | (3) | 04/19/2022 | Common Stock | 3,00 | |

Reporting Owners

**Signature of Reporting Person

| Reporting Owner Name / Address | Relationships | | | | | |
|---------------------------------------------------------|---------------|-----------|---------------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer Other | | | |
| RUBASH MARK J 1020 KIFER ROAD SUNNYVALE, CA 94086 | X | | | | | |

Signatures

By: Lori Serrano For: Mark J Rubash

Reporting Owners 2

Date

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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).
 - On October 6, 2017, the common stock and equity grants of Intuitive Surgical split 3-for-1, resulting in the reporting person's ownership
- (1) of the company's stock and equity grants to increase (for every one share owned or granted, 2 additional shares were issued) and the exercise price of stock option grants to decrease to 1/3rd of the original grant price.
- (2) These shares were sold pursuant to a Rule 10b5-1 Trading Plan, entered into on August 21, 2017.
- 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 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.