

Samath Jamie
Form 4
February 21, 2019

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 *
Samath Jamie

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)
02/19/2019

____ Director
 Officer (give title below) _____ Other (specify below)
VP & Principal Accounting Offi

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	02/19/2019		M		\$ 238.9133	636	D
Common Stock	02/19/2019		S ⁽¹⁾		\$ 544	577	D
Common Stock	02/19/2019		M		\$ 230.9967	612	D
Common Stock	02/19/2019		S ⁽¹⁾		\$ 544	577	D
Common Stock	02/19/2019		M		\$ 178.3867	612	D

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Common Stock	02/19/2019		<u>S</u> ⁽¹⁾	35	D	\$ 544	577	D
Common Stock	02/19/2019		M	50	A	\$ 177.6833	627	D
Common Stock	02/19/2019		<u>S</u> ⁽¹⁾	50	D	\$ 544	577	D
Common Stock	02/19/2019		M	49	A	\$ 171.3333	626	D
Common Stock	02/19/2019		<u>S</u> ⁽¹⁾	49	D	\$ 544	577	D
Common Stock	02/19/2019		<u>M</u> ⁽²⁾	843	A	\$ 0	1,420	D
Common Stock	02/19/2019		<u>F</u> ⁽²⁾	370	D	\$ 0	1,050	D
Common Stock	02/19/2019		<u>M</u> ⁽³⁾	730	A	\$ 0	1,780	D
Common Stock	02/19/2019		<u>F</u> ⁽³⁾	362	D	\$ 0	1,418	D
Common Stock	02/20/2019		S	1,339	D	\$ 546.6068	79	D
Common Stock	02/21/2019		M	431	A	\$ 418.56	510	D
Common Stock	02/21/2019		<u>S</u> ⁽¹⁾	431	D	\$ 550	79	D
Common Stock	02/21/2019		M	238	A	\$ 328.4567	317	D
Common Stock	02/21/2019		<u>S</u> ⁽¹⁾	238	D	\$ 550	79	D

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

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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					of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 171.3333		02/19/2019	M				(4)	02/17/2025	Common Stock	49
Non-Qualified Stock Option (right to buy)	\$ 177.6833		02/19/2019	M				(5)	08/17/2025	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 178.3867		02/19/2019	M				(4)	02/16/2026	Common Stock	35
Non-Qualified Stock Option (right to buy)	\$ 230.9967		02/19/2019	M				(5)	08/15/2026	Common Stock	35
Non-Qualified Stock Option (right to buy)	\$ 238.9133		02/19/2019	M				(4)	02/15/2027	Common Stock	59
Non-Qualified Stock Option (right to buy)	\$ 328.4567		02/21/2019	M				(5)	08/15/2027	Common Stock	238
Non-Qualified Stock Option (right to buy)	\$ 418.56		02/21/2019	M				(4)	02/15/2028	Common Stock	431
Restricted Stock Units	\$ 0		02/19/2019	M ⁽¹⁾				(6)	02/17/2019	Common Stock	730
Restricted Stock Units	\$ 0		02/19/2019	M				(6)	02/17/2020	Common Stock	843

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Samath Jamie 1020 KIFER ROAD SUNNYVALE, CA 94086			VP & Principal Accounting Offi	

Signatures

By: Lori Serrano For: Jamie
Samath

02/21/2019

__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 in accordance with a Trading Plan that complies with SEC Rule 10b5-1 and expires on November 4, 2019.
On 2/16/16, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on a one-for-one basis. On 2/16/19, 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.
- (3) 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 a one-for-one basis. On 2/17/19, 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 2010 Employee Stock Option Plan. The option vests 1/8th six months after the date of grant and 1/48th monthly thereafter.
- (5) Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. Option shall vest 7/48 one month after the date of grant and 1/48th each month thereafter.
- (6) Each Restricted Stock Unit, granted pursuant to the 2010 Employee Stock Option Plan, represents a contingent right to receive one share 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. 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.