

GUTHART GARY S
 Form 4
 April 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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

(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 | 04/20/2012 | | M | | 688 A \$ 11.74 | | D |
| Common Stock | 04/20/2012 | | S | | 688 ⁽¹⁾ D \$ 575.0418 | | D |
| Common Stock | 04/20/2012 | | M | | 1,312 A \$ 18.5 | | D |
| Common Stock | 04/20/2012 | | S | | 1,312 ⁽¹⁾ D \$ 575.0418 | | D |
| | 04/20/2012 | | M | | 1,500 A \$ 47.86 | | D |

Edgar Filing: GUTHART GARY S - Form 4

Common
Stock

Common Stock 04/20/2012 S 1,500⁽¹⁾ D \$ 574,9787⁽⁴⁾ 37,653 D

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 (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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 11.74 | 04/20/2012 | | M | 688 | ⁽⁵⁾ 02/06/2013 | Common Stock | 688 |
| Non-Qualified Stock Option (right to buy) | \$ 18.5 | 04/20/2012 | | M | 1,312 | ⁽⁵⁾ 02/13/2014 | Common Stock | 1,312 |
| Non-Qualified Stock Option (right to buy) | \$ 47.86 | 04/20/2012 | | M | 1,500 | ⁽⁵⁾ 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.

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.