

Friedman Michael A
 Form 4
 April 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Friedman Michael A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/19/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

1020 KIFER ROAD

(Street)

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

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/19/2018 | | M ⁽¹⁾ | | 513 A \$ 0 | 3,444 | D |
| Common Stock | 04/20/2018 | | M | | 981 A \$ 213.97 | 4,425 | D |
| Common Stock | 04/20/2018 | | S ⁽²⁾ | | 981 D \$ 458.1376 | 3,444 | D |
| Common Stock | 04/20/2018 | | M | | 1,200 A \$ 185.7333 | 4,644 | D |
| Common Stock | 04/20/2018 | | S ⁽²⁾ | | 1,200 D \$ 458.1376 | 3,444 | D |

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 185.7333 | 04/20/2018 | | M | 1,200 | ⁽³⁾ 07/23/2025 | Common Stock | 1,200 |
| Non-Qualified Stock Option (right to buy) | \$ 213.97 | 04/20/2018 | | M | 981 | ⁽⁴⁾ 04/21/2026 | Common Stock | 981 |
| Non-Qualified Stock Option (right to buy) | \$ 462.71 | 04/19/2018 | | A | 996 | ⁽⁵⁾ 04/19/2028 | Common Stock | 996 |
| Restricted Stock Units | \$ 0 | 04/19/2018 | | M | 513 | ⁽⁶⁾ 02/21/2018 | Common Stock | 513 |
| Restricted Stock Units | \$ 0 | 04/19/2018 | | A | 332 | ⁽⁷⁾ 04/19/2022 | Common Stock | 332 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Friedman Michael A 1020 KIFER ROAD SUNNYVALE, CA 94086 | X | | | |

Signatures

By: Lori Serrano For: Michael A Friedman 04/20/2018

**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 acquired from the vest and release of an RSU grant previously issued to the Filer.
- (2) These options were exercised and the underlying shares sold pursuant to a 10b5-1 trading plan adopted by the reporting person on February 23, 2018.
- (3) Non-statutory stock option granted pursuant to the Non-Employee Directors' Stock Option Plan. Option shall vest 1/3rd one year after the date of grant and 1/36th each month thereafter.
- (4) Options will vest 100% on the earlier of the first anniversary of the date of grant or the date of the next annual stockholders meeting.
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.
- (5) 100% of the grant will vest on the anniversary date of the grant or the next Annual Shareholders Meeting, whichever takes place first, provided however that vesting will cease on termination of the Director's service to the company.
- (6) Restricted Stock Units (RSUs) are granted pursuant to the 2010 Incentive Award Plan. The RSUs fully vest on the first anniversary of the date of grant.
- (7)

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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