

BARRATT CRAIG H
Form 4
October 25, 2017

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 *
BARRATT CRAIG H

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)
10/24/2017

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

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)		
			Code	V	Amount	Price			
Common Stock	10/24/2017		M		7,500	\$ 119.0633	7,500	D	
Common Stock	10/24/2017		S ⁽¹⁾		7,500	\$ 371.1598	0	D	
Common Stock	10/24/2017		M		7,500	\$ 119.0633	7,500 ⁽²⁾	D	
Common Stock	10/24/2017		S ⁽¹⁾		7,500	\$ 371.2033	0 ⁽²⁾	D	
Common Stock							6,423	I	by Trust

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)

Table with 8 columns: 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 Securities (Instr. 3 and 4). Rows include Non-Qualified Stock Options (right to buy) with details on price, date, code, and amount.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry for BARRATT CRAIG H at 1020 KIFER ROAD, SUNNYVALE, CA 94086, listed as a Director.

Signatures

By: Lori Serrano For: Craig H Barratt 10/25/2017
**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) The shares were sold subject to a 10b5-1 trading plan established on 08-24-17.
(2) On October 6, 2017, the common stock and equity grants of Intuitive Surgical split 3-for-1, resulting in the reporting person's ownership of the company's stock and equity grants to increase (for every one share owned or granted, 2 additional shares were issued) and the

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exercise price of stock option grants to decrease to 1/3rd of the original grant price.

- (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.

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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