

MCNAMARA JEROME J
Form 4
February 15, 2008

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 *
MCNAMARA JEROME J

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)
950 KIFER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP-Sales & Marketing

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/14/2008		M	2,083	A \$ 106.69	3,808	D
Common Stock	02/14/2008		M	1,562	A \$ 112.66	5,370	D
Common Stock	02/14/2008		M	2,917	A \$ 18.5	8,287	D
Common Stock	02/14/2008		M	2,500	A \$ 47.86	10,787	D
Common Stock	02/14/2008		S	734	D \$ 311.55	10,053	D

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Common Stock	02/14/2008	S	400	D	\$ 311.78	9,653	D
Common Stock	02/14/2008	S	390	D	\$ 311.8	9,263	D
Common Stock	02/14/2008	S	200	D	\$ 311.67	9,063	D
Common Stock	02/14/2008	S	393	D	\$ 312.16	8,670	D
Common Stock	02/14/2008	S	200	D	\$ 312.29	8,470	D
Common Stock	02/14/2008	S	100	D	\$ 312.07	8,370	D
Common Stock	02/14/2008	S	100	D	\$ 311.68	8,270	D
Common Stock	02/14/2008	S	100	D	\$ 311.86	8,170	D
Common Stock	02/14/2008	S	100	D	\$ 312.36	8,070	D
Common Stock	02/14/2008	S	100	D	\$ 311.59	7,970	D
Common Stock	02/14/2008	S	400	D	\$ 312.3	7,570	D
Common Stock	02/14/2008	S	300	D	\$ 312.1	7,270	D
Common Stock	02/14/2008	S	100	D	\$ 312.18	7,170	D
Common Stock	02/14/2008	S	800	D	\$ 312.13	6,370	D
Common Stock	02/14/2008	S	300	D	\$ 311.79	6,070	D
Common Stock	02/14/2008	S	200	D	\$ 311.64	5,870	D
Common Stock	02/14/2008	S	300	D	\$ 312.17	5,570	D
Common Stock	02/14/2008	S	1,545	D	\$ 311.85	4,025	D
Common Stock	02/14/2008	S	2,300	D	\$ 311.71	1,725	D

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

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(9-02)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.5	02/14/2008		M	2,917	<u>(1)</u> 02/13/2014	Common Stock	2,917
Non-Qualified Stock Option (right to buy)	\$ 47.86	02/14/2008		M	2,500	<u>(1)</u> 02/11/2015	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 106.69	02/14/2008		M	2,083	<u>(1)</u> 02/07/2016	Common Stock	2,083
Non-Qualified Stock Option (right to buy)	\$ 112.66	02/14/2008		M	1,562	<u>(1)</u> 02/15/2017	Common Stock	1,562

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA JEROME J 950 KIFER ROAD SUNNYVALE, CA 94086			EVP-Sales & Marketing	

Signatures

/s/ Jerome J. McNamara Jr. 02/15/2008

__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) 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.

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