

RUBASH MARK J
Form 4
February 16, 2011

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 *
RUBASH MARK 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)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2011

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

950 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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	02/15/2011		M		5,000 A \$ 269.34	5,010	D	
Common Stock	02/15/2011		S		300 D \$ 343.3501	4,710	D	
Common Stock	02/15/2011		S		400 D \$ 343.35	4,310	D	
Common Stock	02/15/2011		S		100 D \$ 343.32	4,210	D	
Common Stock	02/15/2011		S		100 D \$ 343.31	4,110	D	

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Common Stock	02/15/2011	S	137	D	\$ 343.16	3,973	D
Common Stock	02/15/2011	S	19	D	\$ 343.09	3,954	D
Common Stock	02/15/2011	S	300	D	\$ 343.07	3,654	D
Common Stock	02/15/2011	S	200	D	\$ 343.06	3,454	D
Common Stock	02/15/2011	S	10	D	\$ 343.05	3,444	D
Common Stock	02/15/2011	S	200	D	\$ 343.03	3,244	D
Common Stock	02/15/2011	S	200	D	\$ 343.02	3,044	D
Common Stock	02/15/2011	S	100	D	\$ 343.01	2,944	D
Common Stock	02/15/2011	S	2,934	D	\$ 343	10	D
Common Stock	02/15/2011	M	4,250	A	\$ 135.39	4,260	D
Common Stock	02/15/2011	S	4,250	D	\$ 342.5	10	D

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

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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)
	\$ 135.39	02/15/2011		M	4,250	(1) 04/23/2019	Amount or Number of Shares
							4,250

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 269.34	02/15/2011		M	5,000	<u>(2)</u>	10/19/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBASH MARK J 950 KIFER ROAD SUNNYVALE, CA 94086	X			

Signatures

/s/ Mark J.
Rubash

02/15/2011

**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 Non-Employee Directors' Stock Option Plan. Option shall vest 100% one year after the date of grant date.
- (2) 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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