

MELTZER MARK J
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, 2015
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 *
MELTZER 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)
1266 KIFER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2012

____ Director
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

SUNNYVALE, CA 94086

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 (D) Price			
Common Stock	04/20/2012		M	1,500 A \$ 107.27	2,095	D	
Common Stock	04/20/2012		S	1,500 (1) D \$ 575.2961 (2)	595	D	
Common Stock	04/20/2012		M	2,000 A \$ 107.27	2,595	D	
Common Stock	04/20/2012		S	2,000 (1) D \$ 575.2058 (3)	595	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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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 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)	\$ 107.27	04/20/2012		M	1,500	⁽⁴⁾ 02/17/2019	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 107.27	04/20/2012		M	2,000	⁽⁴⁾ 02/17/2019	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MELTZER MARK J 1266 KIFER ROAD SUNNYVALE, CA 94086			SVP & General Counsel	

Signatures

Mark J. Melzer 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.
 - (2) The average selling price for the transactions was \$575.2959. 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 = 97

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shares; \$575.00 - \$575.99 = 101 shares; \$576.00 - \$576.99 = 267 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.

- The average selling price for the transactions was \$575.2057. The shares sold at: \$569.00 - \$569.99 = 52 shares; \$570.00 to \$570.99 = 258 shares; \$571.00 - \$571.99 = 189 shares; \$572.00 - \$572.99 = 157 shares; \$573.00 - \$573.99 = 85 shares; \$574.00 - \$574.99 = 148 shares; \$575.00 - \$575.99 = 150 shares; \$576.00 - \$576.99 = 288 shares; \$577.00 - \$577.99 = 39 shares; \$578.00 - \$578.99 = 239 shares; \$579.00 - \$579.99 = 260 shares; \$580.00 - \$580.99 = 103 shares; \$581.00 - \$581.99 = 32 shares.

- (4) 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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