

Friedman Michael A
 Form 4
 April 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 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)
 1020 KIFER ROAD
 (Street)

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

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

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(D)	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	

Edgar Filing: Friedman Michael A - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.