

INTUITIVE SURGICAL INC

Form 4

July 25, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 J2. 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)

SUNNYVALE, CA 94086

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/20074. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
EVP - WW Sales & Marketing6. 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	(A) or (D)	Price		
Common Stock	07/24/2007		M		1,875	A	\$ 47.86	3,340	D
Common Stock	07/24/2007		S		1,875	D	\$ 202	1,465	D
Common Stock	07/24/2007		M		4,376	A	\$ 18.5	5,841	D
Common Stock	07/24/2007		S		4,376	D	\$ 202	1,465	D
Common Stock	07/24/2007		M		4,248	A	\$ 106.69	5,713	D

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Common Stock	07/24/2007	S	4,248	D	\$ 202	1,465	D
Common Stock	07/24/2007	M	500	A	\$ 14.5	1,965	D
Common Stock	07/24/2007	S	500	D	\$ 202	1,465	D
Common Stock	07/24/2007	M	1	A	\$ 6	1,466	D
Common Stock	07/24/2007	S	1	D	\$ 202	1,465	D

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 6	07/24/2007		M	1	<u>(1)</u> 05/04/2009	Common Stock	1
Incentive Stock Option (right to buy)	\$ 14.5	07/24/2007		M	500	<u>(2)</u> 01/22/2011	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 18.5	07/24/2007		M	4,376	<u>(3)</u> 02/13/2014	Common Stock	4,376
Non-Qualified Stock Option (right to buy)	\$ 47.86	07/24/2007		M	1,875	<u>(3)</u> 02/11/2015	Common Stock	1,875
Non-Qualified Stock Option	\$ 106.69	07/24/2007		M	4,248	<u>(3)</u> 02/07/2016	Common Stock	4,248

(right to buy)

Reporting Owners

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

Signatures

/s/ Jerome J.
McNamara Jr. 07/25/2007

__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) Fully Exercisable.
- (2) Incentive Stock Option granted pursuant to the 2000 Equity Incentive Plan. Option shall vest 1/8 on the six-month anniversary of the grant date and the remaining shares in equal installments over the next 42 months after the date of grant of 1/4/2006.
- (3) 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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