

INTUITIVE SURGICAL INC

Form 4

April 24, 2017

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARRATT CRAIG H**

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)  
**04/20/2017**

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☒ Other (specify below)  
Board of Director

**SUNNYVALE, CA 94086**

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 04/20/2017                              |                                                             | M                                    |                                                                            | 327 <sup>(1)</sup>                                                                                                 | A<br>\$ 0<br><sup>(2)</sup>                                          | 2,141<br>I<br>by Trust                                            |

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)**

## Edgar Filing: INTUITIVE SURGICAL INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>of Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 814.45                                                             | 04/20/2017                              |                                                             | A                                       |                                                                                                                    | 515                                                            |     | <u>(3)</u>                                                          | 04/20/2027         | Common<br>Stock | 515                                    |
| Restricted<br>Stock Units                           | \$ 0                                                                  | 04/20/2017                              |                                                             | A                                       |                                                                                                                    | 171                                                            |     | <u>(4)</u>                                                          | 04/21/2018         | Common<br>Stock | 171                                    |
| Restricted<br>Stock Units                           | \$ 0                                                                  | 04/20/2017                              |                                                             | M                                       |                                                                                                                    | 327                                                            |     | <u>(4)</u>                                                          | 04/21/2020         | Common<br>Stock | 327                                    |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |                   |
|-----------------------------------------------------------|---------------|-----------|---------|-------------------|
|                                                           | Director      | 10% Owner | Officer | Other             |
| BARRATT CRAIG H<br>1020 KIFER ROAD<br>SUNNYVALE, CA 94086 | X             |           |         | Board of Director |

## Signatures

By: Lori Serrano For: Craig H Barratt 04/24/2017

\_\_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 are held by the Barratt-Oakley Trust dated November 29th 2004.
- (2) These shares were acquired from the vest and release of an RSU grant previously issued to the Filer.
- (3) 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.
- (4) 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.

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.