

MELTZER MARK J
Form 4
February 14, 2011

FORM 4

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

OMB APPROVAL

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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)
950 KIFER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/11/2011 | | M | | 1,000 | A | \$ 107.27 1,356 |
| Common Stock | 02/11/2011 | | S | | 1,000 | D | \$ 340 356 |
| Common Stock | 02/11/2011 | | M | | 1,000 | A | \$ 107.27 1,356 |
| Common Stock | 02/11/2011 | | S | | 1,000 | D | \$ 344 356 |
| Common Stock | 02/11/2011 | | M | | 1,000 | A | \$ 107.27 1,356 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 02/11/2011 | S | 416 | D | \$ 343.035 | 940 | D |
| Common Stock | 02/11/2011 | S | 184 | D | \$ 343.03 | 756 | D |
| Common Stock | 02/11/2011 | S | 400 | D | \$ 343 | 356 | D |
| Common Stock | 02/11/2011 | M | 1,000 | A | \$ 107.27 | 1,356 | D |
| Common Stock | 02/11/2011 | S | 600 | D | \$ 342.24 | 756 | D |
| Common Stock | 02/11/2011 | S | 400 | D | \$ 342 | 356 | D |

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.

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(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 | |
| Non-Qualified Stock Option (right to buy) | \$ 107.27 | 02/11/2011 | | M | 1,000 | <u>(1)</u> 02/17/2019 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 107.27 | 02/11/2011 | | M | 1,000 | <u>(1)</u> 02/17/2019 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 107.27 | 02/11/2011 | | M | 1,000 | <u>(1)</u> 02/17/2019 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 107.27 | 02/11/2011 | | M | 1,000 | <u>(1)</u> 02/17/2019 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MELTZER MARK J 950 KIFER ROAD SUNNYVALE, CA 94086 | | | SVP & General Counsel | |

Signatures

/s/ Mark Meltzer 02/14/2011

__Signature of Date
Reporting Person

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 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. 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.