

Samath Jamie
Form 4
February 21, 2019

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 *
Samath Jamie

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)
02/19/2019

____ Director
 Officer (give title below) _____ Other (specify below)
VP & Principal Accounting Offi

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/19/2019 | | M | | 59 A \$ 238.9133 | 636 | D |
| Common Stock | 02/19/2019 | | S ⁽¹⁾ | | 59 D \$ 544 | 577 | D |
| Common Stock | 02/19/2019 | | M | | 35 A \$ 230.9967 | 612 | D |
| Common Stock | 02/19/2019 | | S ⁽¹⁾ | | 35 D \$ 544 | 577 | D |
| Common Stock | 02/19/2019 | | M | | 35 A \$ 178.3867 | 612 | D |

Edgar Filing: Samath Jamie - Form 4

| | | | | | | | |
|--------------|------------|------------------|-------|---|-------------|-------|---|
| Common Stock | 02/19/2019 | S ⁽¹⁾ | 35 | D | \$ 544 | 577 | D |
| Common Stock | 02/19/2019 | M | 50 | A | \$ 177.6833 | 627 | D |
| Common Stock | 02/19/2019 | S ⁽¹⁾ | 50 | D | \$ 544 | 577 | D |
| Common Stock | 02/19/2019 | M | 49 | A | \$ 171.3333 | 626 | D |
| Common Stock | 02/19/2019 | S ⁽¹⁾ | 49 | D | \$ 544 | 577 | D |
| Common Stock | 02/19/2019 | M ⁽²⁾ | 843 | A | \$ 0 | 1,420 | D |
| Common Stock | 02/19/2019 | F ⁽²⁾ | 370 | D | \$ 0 | 1,050 | D |
| Common Stock | 02/19/2019 | M ⁽³⁾ | 730 | A | \$ 0 | 1,780 | D |
| Common Stock | 02/19/2019 | F ⁽³⁾ | 362 | D | \$ 0 | 1,418 | D |
| Common Stock | 02/20/2019 | S | 1,339 | D | \$ 546.6068 | 79 | D |
| Common Stock | 02/21/2019 | M | 431 | A | \$ 418.56 | 510 | D |
| Common Stock | 02/21/2019 | S ⁽¹⁾ | 431 | D | \$ 550 | 79 | D |
| Common Stock | 02/21/2019 | M | 238 | A | \$ 328.4567 | 317 | D |
| Common Stock | 02/21/2019 | S ⁽¹⁾ | 238 | D | \$ 550 | 79 | 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.

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

Edgar Filing: Samath Jamie - Form 4

| | | | | | | | of (D) (Instr. 3, 4, and 5) | | | | |
|---|----------------|--|------------|------------------|---|-----|-----------------------------------|---------------------|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 171.3333 | | 02/19/2019 | M | | | | (4) | 02/17/2025 | Common Stock | 49 |
| Non-Qualified Stock Option (right to buy) | \$ 177.6833 | | 02/19/2019 | M | | | | (5) | 08/17/2025 | Common Stock | 50 |
| Non-Qualified Stock Option (right to buy) | \$ 178.3867 | | 02/19/2019 | M | | | | (4) | 02/16/2026 | Common Stock | 35 |
| Non-Qualified Stock Option (right to buy) | \$ 230.9967 | | 02/19/2019 | M | | | | (5) | 08/15/2026 | Common Stock | 35 |
| Non-Qualified Stock Option (right to buy) | \$ 238.9133 | | 02/19/2019 | M | | | | (4) | 02/15/2027 | Common Stock | 59 |
| Non-Qualified Stock Option (right to buy) | \$ 328.4567 | | 02/21/2019 | M | | | | (5) | 08/15/2027 | Common Stock | 238 |
| Non-Qualified Stock Option (right to buy) | \$ 418.56 | | 02/21/2019 | M | | | | (4) | 02/15/2028 | Common Stock | 431 |
| Restricted Stock Units | \$ 0 | | 02/19/2019 | M ⁽¹⁾ | | | | (6) | 02/17/2019 | Common Stock | 730 |
| Restricted Stock Units | \$ 0 | | 02/19/2019 | M | | | | (6) | 02/17/2020 | Common Stock | 843 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Samath Jamie 1020 KIFER ROAD SUNNYVALE, CA 94086 | | | VP & Principal Accounting Offi | |

Signatures

By: Lori Serrano For: Jamie
Samath

02/21/2019

__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 in accordance with a Trading Plan that complies with SEC Rule 10b5-1 and expires on November 4, 2019.
On 2/16/16, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on a one-for-one basis. On 2/16/19, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account.
 - (3) On 2/17/15, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on a one-for-one basis. On 2/17/19, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account.
 - (4) Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. The option vests 1/8th six months after the date of grant and 1/48th monthly thereafter.
 - (5) Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. Option shall vest 7/48 one month after the date of grant and 1/48th each month thereafter.
- Each Restricted Stock Unit, granted pursuant to the 2010 Employee Stock Option Plan, represents a contingent right to receive one share of Intuitive Surgical common stock. The grant vests 25% on the first anniversary of the date of grant and annually thereafter, over a four year period of time.
- (6) of Intuitive Surgical common stock. The grant vests 25% on the first anniversary of the date of grant and annually thereafter, over a four year period of time.

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.