

INTUITIVE SURGICAL INC

Form 4

February 18, 2016

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

OMB APPROVAL

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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 \*  
**MOHR MARSHALL**

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)  
**02/16/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP & CFO**

**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                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/17/2016                              |                                                             | M                                    |                                                                            | 705                                                                                                                | A                                                                    | \$ 0<br>(1)                                                       |
| Common<br>Stock                       | 02/17/2016                              |                                                             | F                                    |                                                                            | 368                                                                                                                | D                                                                    | \$ 0<br>(1)                                                       |
| Common<br>Stock                       | 02/18/2016                              |                                                             | M                                    |                                                                            | 521                                                                                                                | A                                                                    | \$ 0<br>(2)                                                       |
| Common<br>Stock                       | 02/18/2016                              |                                                             | F                                    |                                                                            | 272                                                                                                                | D                                                                    | \$ 0<br>(2)                                                       |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or 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>Underlying Security<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)     | \$ 535.16                                                          | 02/16/2016                              |                                                             | A                                    |                                                                                                              | 1,250                                                          |     | <u>(3)</u>                                                     | 02/16/2026         | Common<br>Stock | 1,250                                  |
| Restricted<br>Stock Units                           | \$ 0                                                               | 02/17/2016                              |                                                             | M                                    |                                                                                                              | 705                                                            |     | <u>(4)</u>                                                     | 02/17/2018         | Common<br>Stock | 705                                    |
| Restricted<br>Stock Units                           | \$ 0                                                               | 02/18/2016                              |                                                             | M                                    |                                                                                                              | 521                                                            |     | <u>(4)</u>                                                     | 02/18/2018         | Common<br>Stock | 521                                    |
| Restricted<br>Stock Units                           | \$ 0                                                               | 02/16/2016                              |                                                             | A                                    |                                                                                                              | 2,500                                                          |     | <u>(4)</u>                                                     | 02/17/2020         | Common<br>Stock | 2,500                                  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |           |       |
|---------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                         | Director      | 10% Owner | Officer   | Other |
| MOHR MARSHALL<br>1020 KIFER ROAD<br>SUNNYVALE, CA 94086 |               |           | SVP & CFO |       |

## Signatures

By: Lori Serrano For: Marshall L  
Mohr

02/18/2016

\_\_\_\_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)

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On 2/17/15, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the grant date on a one-for-one basis. On 2/17/16, 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

- (2) On 2/18/14, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the grant date on a one-for-one basis. On 2/18/16, 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) 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.

- 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.
- (4)

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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