

INTUITIVE SURGICAL INC

Form 4

November 03, 2006

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCNAMARA JEROME 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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. Vice President

950 KIFER ROAD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SUNNYVALE, CA 94086

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/01/2006		M		899	A \$ 11.74	2,232	D	
Common Stock	11/01/2006		S		899	D \$ 98	1,333	D	
Common Stock	11/02/2006		M		3,788	A \$ 11.74	5,121	D	
Common Stock	11/02/2006		M		4,375	A \$ 18.5	9,496	D	
Common Stock	11/02/2006		M		4,000	A \$ 47.86	13,496	D	

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Common Stock	11/02/2006	S	1,000	D	\$ 97	12,496	D
Common Stock	11/02/2006	S	1,600	D	\$ 97.7	10,896	D
Common Stock	11/02/2006	S	300	D	\$ 97.71	10,596	D
Common Stock	11/02/2006	S	100	D	\$ 97.74	10,496	D
Common Stock	11/02/2006	S	2,163	D	\$ 98	8,333	D
Common Stock	11/02/2006	S	1,000	D	\$ 98.01	7,333	D
Common Stock	11/02/2006	S	1,000	D	\$ 98.09	6,333	D
Common Stock	11/02/2006	S	1,000	D	\$ 98.13	5,333	D
Common Stock	11/02/2006	S	1,800	D	\$ 98.15	3,533	D
Common Stock	11/02/2006	S	200	D	\$ 98.16	3,333	D
Common Stock	11/02/2006	S	2,000	D	\$ 98.19	1,333	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Derivative Securities (Instr. 3 and 4)
	\$ 11.74	11/01/2006		M	899	(1) 02/06/2013		

Amount
or
Number
of
Shares

Stock Option								Common Stock		
Stock Option	\$ 11.74	11/02/2006	M	3,788	<u>(1)</u>	02/06/2013	Common Stock	3,788	\$	
Stock Option	\$ 18.5	11/02/2006	M	4,375	<u>(1)</u>	02/13/2014	Common Stock	4,375	\$	
Stock Option	\$ 47.86	11/02/2006	M	4,000	<u>(1)</u>	02/11/2015	Common Stock	4,000	\$	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNAMARA JEROME J 950 KIFER ROAD SUNNYVALE, CA 94086			Sr. Vice President	

Signatures

/s/ Jerome
McNamara 11/03/2006
 **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) Exercised shares are fully exercisable; remaining option shares vested at 1/48th of total grant per month.
 This number reflects the correct number of shares that remain subject to this option after taking into account the transaction being reported herein. Report filed on 11/3/2005 inadvertently reflected only the number of shares then exercisable pursuant to the option rather than the total number of shares that remained subject to the option at that time.

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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