

KRAMER RICHARD J
Form 4
April 22, 2009

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 *
KRAMER RICHARD 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)
04/21/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

950 KIFER ROAD
(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	04/21/2009		M		1,000	A	\$ 113.06	1,000	D	
Common Stock	04/21/2009		S		1,000	D	\$ 124.18	0	D	
Common Stock	04/21/2009		M		3,000	A	\$ 113.06	3,000	D	
Common Stock	04/21/2009		S		3,000	D	\$ 124.18	0	D	
Common Stock	04/21/2009		M		1,000	A	\$ 113.06	1,000	D	

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Common Stock	04/21/2009	S	334	D	\$ 126.14	666	D
Common Stock	04/21/2009	S	300	D	\$ 126.16	366	D
Common Stock	04/21/2009	S	83	D	\$ 126.17	283	D
Common Stock	04/21/2009	S	83	D	\$ 126.18	200	D
Common Stock	04/21/2009	S	200	D	\$ 126.22	0	D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 113.06	04/21/2009		M	1,000	<u>(1)</u> 05/19/2016	Common Stock	1,000	
Non-Qualified Stock Option (right to buy)	\$ 113.06	04/21/2009		M	3,000	<u>(1)</u> 05/19/2016	Common Stock	3,000	
Non-Qualified Stock Option (right to buy)	\$ 113.06	04/21/2009		M	1,000	<u>(1)</u> 05/19/2016	Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRAMER RICHARD J
950 KIFER ROAD
SUNNYVALE, CA 94086

X

Signatures

/s/ Richard J.
Kramer

04/22/2009

**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) 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 date.

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.