

MCNAMARA JEROME J

Form 4

February 15, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

950 KIFER ROAD

(Street)

SUNNYVALE, CA 94086

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2008

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

EVP-Sales & Marketing

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

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	(A) or (D)	Price		
Common Stock	02/14/2008		M		2,083	A	\$ 106.69	3,808	D
Common Stock	02/14/2008		M		1,562	A	\$ 112.66	5,370	D
Common Stock	02/14/2008		M		2,917	A	\$ 18.5	8,287	D
Common Stock	02/14/2008		M		2,500	A	\$ 47.86	10,787	D
Common Stock	02/14/2008		S		734	D	\$ 311.55	10,053	D

Edgar Filing: MCNAMARA JEROME J - Form 4

Common Stock	02/14/2008	S	400	D	\$ 311.78	9,653	D
Common Stock	02/14/2008	S	390	D	\$ 311.8	9,263	D
Common Stock	02/14/2008	S	200	D	\$ 311.67	9,063	D
Common Stock	02/14/2008	S	393	D	\$ 312.16	8,670	D
Common Stock	02/14/2008	S	200	D	\$ 312.29	8,470	D
Common Stock	02/14/2008	S	100	D	\$ 312.07	8,370	D
Common Stock	02/14/2008	S	100	D	\$ 311.68	8,270	D
Common Stock	02/14/2008	S	100	D	\$ 311.86	8,170	D
Common Stock	02/14/2008	S	100	D	\$ 312.36	8,070	D
Common Stock	02/14/2008	S	100	D	\$ 311.59	7,970	D
Common Stock	02/14/2008	S	400	D	\$ 312.3	7,570	D
Common Stock	02/14/2008	S	300	D	\$ 312.1	7,270	D
Common Stock	02/14/2008	S	100	D	\$ 312.18	7,170	D
Common Stock	02/14/2008	S	800	D	\$ 312.13	6,370	D
Common Stock	02/14/2008	S	300	D	\$ 311.79	6,070	D
Common Stock	02/14/2008	S	200	D	\$ 311.64	5,870	D
Common Stock	02/14/2008	S	300	D	\$ 312.17	5,570	D
Common Stock	02/14/2008	S	1,545	D	\$ 311.85	4,025	D
Common Stock	02/14/2008	S	2,300	D	\$ 311.71	1,725	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

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
number.

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 Underlying Securities (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)	\$ 18.5	02/14/2008		M		2,917		<u>(1)</u>	02/13/2014	Common Stock	2,917
Non-Qualified Stock Option (right to buy)	\$ 47.86	02/14/2008		M		2,500		<u>(1)</u>	02/11/2015	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 106.69	02/14/2008		M		2,083		<u>(1)</u>	02/07/2016	Common Stock	2,083
Non-Qualified Stock Option (right to buy)	\$ 112.66	02/14/2008		M		1,562		<u>(1)</u>	02/15/2017	Common Stock	1,562

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCNAMARA JEROME J 950 KIFER ROAD SUNNYVALE, CA 94086	EVP-Sales & Marketing

Signatures

/s/ Jerome J.
McNamara Jr. 02/15/2008

__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 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.