

INTUITIVE SURGICAL INC

Form 4/A

August 04, 2005

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

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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)
950 KIFER ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2005

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

SUNNYVALE, CA 94086

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/03/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	08/01/2005		M		3,907	A	\$ 11.74	4,685		D
Common Stock	08/01/2005		S		707	D	\$ 68.15	3,978		D
Common Stock	08/01/2005		S		3,200	D	\$ 68.1	778		D
Common Stock	08/01/2005		M		9,000	A	\$ 18.5	9,778		D
Common Stock	08/01/2005		S		1,700	D	\$ 68.1	8,078		D

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Common Stock	08/01/2005	S	1,200	D	\$ 68.11	6,878	D
Common Stock	08/01/2005	S	1,200	D	\$ 68.14	5,678	D
Common Stock	08/01/2005	S	1,200	D	\$ 68.17	4,478	D
Common Stock	08/01/2005	S	1,100	D	\$ 68.19	3,378	D
Common Stock	08/01/2005	S	1,500	D	\$ 68.24	1,878	D
Common Stock	08/01/2005	S	1,100	D	\$ 68.27	1,225 ⁽¹⁾	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. F
				Code	V	(A)	(D)	
Stock Option	\$ 11.74	08/01/2005		M	3,907	<u>(2)</u>	02/06/2013	Common Stock 3,907 \$
Stock Option	\$ 18.5	08/01/2005		M	9,000	<u>(2)</u>	02/13/2014	Common Stock 9,000 \$

Reporting Owners

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

SUNNYVALE, CA 94086

Signatures

/s/ Jerry

McNamara

08/04/2005

__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) Includes 447 shares acquired under Intuitive Surgical employee stock purchase plan on July 29, 2005.
- (2) Exercised shares are fully exercisable; remaining option shares vested at 1/48th of total grant per month.

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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