

BARNES SUSAN K
Form 4/A
December 02, 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 *
BARNES SUSAN K

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)
11/11/2005

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

SUNNYVALE, CA 94086

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/15/2005

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock ⁽¹⁾	11/11/2005		M		10,000	A	\$ 6	110,236 D
Common Stock	11/11/2005		M		2,500	A	\$ 6	112,736 D
Common Stock	11/11/2005		M		24,239	A	\$ 14.5	136,975 D
Common Stock	11/11/2005		M		18,261	A	\$ 14.5	155,236 D
Common Stock	11/11/2005		M		7,031	A	\$ 11.375	162,267 D

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Common Stock	11/11/2005	M	469	A	\$ 11.375	162,736	D
Common Stock	11/11/2005	M	35,155	A	\$ 18.5	197,891	D
Common Stock	11/11/2005	M	11,457	A	\$ 18.5	209,348	D
Common Stock	11/11/2005	M	34,375	A	\$ 11.74	243,723	D
Common Stock	11/11/2005	M	16,666	A	\$ 18.5	260,389	D
Common Stock	11/11/2005	M	<u>5,833</u> (1)	A	\$ 47.86	266,222	D
Common Stock	11/11/2005	S	5,000	D	\$ 97	261,222	D
Common Stock	11/11/2005	S	7,500	D	<u>\$ 97.05</u> (1)	253,722	D
Common Stock	11/11/2005	S	30,000	D	\$ 97.2	223,722	D
Common Stock	11/11/2005	S	5,000	D	\$ 97.22	218,722	D
Common Stock	11/11/2005	S	7,500	D	\$ 97.23	211,222	D
Common Stock	11/11/2005	S	3,500	D	\$ 97.24	207,722	D
Common Stock	11/11/2005	S	5,000	D	\$ 97.25	202,722	D
Common Stock	11/11/2005	S	4,000	D	\$ 97.26	198,722	D
Common Stock	11/11/2005	S	10,000	D	\$ 97.53	188,722	D
Common Stock	11/11/2005	S	15,000	D	\$ 97.67	173,722	D
Common Stock	11/11/2005	S	<u>4,271</u> (1)	D	\$ 97.77	169,451	D
Common Stock	11/11/2005	S	7,500	D	\$ 98	161,951	D
Common Stock	11/11/2005	S	5,000	D	\$ 98.03	156,951	D
Common Stock	11/11/2005	S	3,500	D	\$ 98.35	153,451	D
	11/11/2005	S	11,500	D	\$ 98.4	141,951	D

Common
Stock

Common Stock	11/11/2005	S	5,000	D	\$ 98.47	136,951	D
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Common Stock	11/11/2005	S	5,000	D	\$ 98.5	131,951	D
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Common Stock	11/11/2005	S	5,715	D	\$ 98.9	126,236	D
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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. Amount or Number of Shares	9. Dollar Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)		
Stock Option	\$ 6	11/11/2005		M		10,000	(2) 08/09/2009	Common Stock	0
Stock Option	\$ 6	11/11/2005		M		2,500	(2) 03/17/2010	Common Stock	0
Stock Option	\$ 14.5	11/11/2005		M		24,239	(2) 01/22/2010	Common Stock	0
Stock Option	\$ 14.5	11/11/2005		M		18,261	(2) 01/22/2011	Common Stock	0
Stock Option	\$ 11.375	11/11/2005		M		7,031	(3) 03/22/2010	Common Stock	0
Stock Option	\$ 11.375	11/11/2005		M		469	(3) 02/01/2012	Common Stock	0
Stock Option	\$ 18.5	11/11/2005		M		35,155	(3) 03/24/2012	Common Stock	0
Stock Option	\$ 11.74	11/11/2005		M		34,375	(3) 02/06/2013	Common Stock	0

Stock Option	\$ 18.5	11/11/2005	M	16,666	<u>(3)</u>	02/13/2014	Common Stock	0
Stock Option <u>(1)</u>	\$ 47.86	11/11/2005	M	5,833 <u>(1)</u>	<u>(3)</u>	02/11/2015	Common Stock	0
Stock Option	\$ 18.5	11/11/2005	M	11,457	<u>(3)</u>	03/14/2012	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES SUSAN K 950 KIFER ROAD SUNNYVALE, CA 94086			Former CFO	

Signatures

/s/Susan K.
Barnes

12/01/2005

 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).

The purpose of this amendment is to (a) correctly report report the relationship of the reporting person at the time of the transactions reported in original Form 4 filed with the Securities and Exchange Commission 11/15/2005 (b) correctly report the number of shares

(1) exercised in the original Form 4 filed with the Securities and Exchange Commission 11/15/2005 and (c) correctly report the sale price and number of shares sold of the issuer's common stock owned by the reporting person following the transactions reported in the original Form 4 filed with the Securities and Exchange Commission on 11/15/2005.

(2) All share option grants are vested.

(3) 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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