

INTUITIVE SURGICAL INC
Form 4/A
August 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUGGAN ROBERT W

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)
08/03/2005

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

SUNNYVALE, CA 94086
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/03/2003

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 06/30/2003 | | J ⁽¹⁾ | | 1,075,884 | A | \$ 0 <u>(2)</u> |
| Common Stock | 06/30/2003 | | J ⁽³⁾ | | 33,572 | A | \$ 0 |

By managed account ⁽⁴⁾

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|--------------|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 15.72 | 06/30/2003 | | A | | 10,000 | | 06/30/2006 | 06/30/2013 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 17.78 | 06/30/2003 | | J ⁽¹⁾ | | 6,668 | | 06/30/2003 | 12/25/2006 | Common Stock | 6,668 |
| Stock Option (right to buy) | \$ 39.39 | 06/30/2003 | | J ⁽¹⁾ | | 5,142 | | 06/30/2003 | 07/27/2008 | Common Stock | 5,142 |
| Stock Option (right to buy) | \$ 35.02 | 06/30/2003 | | J ⁽¹⁾ | | 5,142 | | 06/30/2003 | 03/22/2009 | Common Stock | 5,142 |
| Stock Option (right to buy) | \$ 32.1 | 06/30/2003 | | J ⁽¹⁾ | | 10,398 | | 06/30/2003 | 06/30/2010 | Common Stock | 10,398 |
| Stock Option (right to buy) | \$ 15.68 | 06/30/2003 | | J ⁽¹⁾ | | 4,583 | | 06/30/2003 | 05/30/2011 | Common Stock | 4,583 |
| Stock Option (right to buy) | \$ 15.68 | 06/30/2003 | | J ⁽¹⁾ | | 1,845 | | 06/30/2003 | 05/30/2011 | Common Stock | 1,845 |
| Stock Option (right to buy) | \$ 2.54 | 06/30/2003 | | J ⁽¹⁾ | | 20,570 | | 06/30/2003 | 07/05/2012 | Common Stock | 20,570 |
| | \$ 19.46 | 06/30/2003 | | J ⁽¹⁾ | | 21,467 | | 06/30/2003 | 02/16/2006 | | 21,467 |

| | | | | | | | | |
|----------------------------|----------|------------|------------------|--------|------------|------------|-----------------|--------|
| Common Stock Warrant | | | | | | | Common Stock | |
| Common Stock Warrant | \$ 17.32 | 06/30/2003 | J ⁽¹⁾ | 3,135 | 06/30/2003 | 02/13/2007 | Common Stock | 3,135 |
| Common Stock Warrant | \$ 35.68 | 06/30/2003 | J ⁽¹⁾ | 38,412 | 06/30/2003 | 09/21/2007 | Common Stock | 38,412 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUGGAN ROBERT W 950 KIFER ROAD SUNNYVALE, CA 94086 | X | | | |

Signatures

/s/ Robert W.
Duggan

08/03/2005

 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) Acquired in exchange for securities of Computer Motion, Inc. in connection with the acquisition of Computer Motion, Inc. by Intuitive Surgical, Inc. (the "Merger").
Received in exchange for 4,184,127 shares of common stock of Computer Motion, Inc. in connection with the Merger. Calculated by
- (2) multiplying 4,184,127 by the merger exchange ratio of .51426943 and giving effect to the 1-for-2 reverse stock split of Intuitive Surgical common stock effected on June 30, 2003.
Received in exchange for 130,572 shares of common stock of Computer Motion, Inc. in connection with the Merger. Calculated by
- (3) multiplying 130,572 by the merger exchange ratio of .51426943 and giving effect to the 1-for-2 reverse stock split of Intuitive Surgical common stock effected on June 30, 2003.
- (4) The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.
Received in the Merger in exchange for a stock option or warrant, as applicable, to acquire common stock of Computer Motion, Inc. The share numbers and exercise prices reflect the share numbers and exercise prices for the related Computer Motion, Inc. common stock
- (5) option or warrant, as applicable, after the application of the merger exchange ratio of .51426943 and giving effect to the 1-for-2 reverse stock split of Intuitive Surgical, Inc. common stock effected on June 30, 2003.

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.