

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INTUITIVE SURGICAL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

77-0416458
(I.R.S. Employer Identification No.)

1266 Kifer Road
Sunnyvale, California 94086
(Address of Principal Executive Offices including Zip Code)

2009 EMPLOYMENT COMMENCEMENT INCENTIVE PLAN
(Full Title of the Plan)

Gary S. Guthart
President and Chief Executive Officer
Intuitive Surgical, Inc.
1266 Kifer Road
Sunnyvale, California 94086
(408) 523-2100

Copy to:
Alan C. Mendelson, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code for Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	180,000	\$393.18(2)	\$70,772,400(2)	\$8,216.68

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 2009 Employment Commencement Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration, which results in an increase in the number of outstanding shares of the Registrant's Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) for the 180,000 shares registered hereunder (based on the average of the high (\$397.81) and low (\$388.55) prices for the Registrant's Common Stock reported by NASDAQ Global Select Market on July 28, 2011).

REGISTRATION OF ADDITIONAL SECURITIES

Intuitive Surgical, Inc. (the "Company") filed with the Securities and Exchange Commission the following Registration Statements on Form S-8 relating to shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), to be offered and sold under the 2009 Employment Commencement Incentive Plan (the "Plan") and the contents of such prior Registration Statements are incorporated by reference in this Registration Statement: Registration Statement on Form S-8 filed April 29, 2011 (File No. 333-173803) and Registration Statement on Form S-8 filed January 29, 2010 (File No. 333-164586). The Company is hereby registering an additional 180,000 shares of Common Stock issuable under the Plan, none of which have been issued as of the date of this Registration Statement.

Item 8. Exhibits.

See Index to Exhibits.

/s/ Floyd D. Loop

Floyd D. Loop, M.D.

Director

July 29, 2011

/s/ Mark J. Rubash

Mark J. Rubash

Director

July 29, 2011

/s/ George Stalk

George Stalk

Director

July 29, 2011

INDEX TO EXHIBITS

<u>Exhibit Number</u>	
4.1*	Intuitive Surgical, Inc. 2009 Employment Commencement Incentive Plan, as amended and restated
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page of this registration statement)

* Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2011 (File No. 000-30713) filed with the Securities and Exchange Commission on July 20, 2011.

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LATHAM & WATKINS LLP

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July 29, 2011

Intuitive Surgical, Inc.
 1266 Kifer Road
 Sunnyvale, CA 94086

Re: Registration Statement on Form S-8: 180,000 shares of Common Stock, par value \$0.001 per share

Ladies and Gentlemen:

We have acted as special counsel to Intuitive Surgical, Inc., a Delaware corporation (the "Company"), in connection with the registration of 180,000 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), issuable under the 2009 Employment Commencement Incentive Plan (the "Plan"), under the Securities Act of 1933, as amended (the "Act"), pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on July 29, 2011 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters.

We are opining herein only as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when certificates representing the Shares in the form of the specimen certificate examined by us have been manually signed by an authorized officer of the transfer agent and registrar therefor, when duly awarded and issued upon satisfaction of rights to purchase such Shares in accordance with the terms of the Plan and related award agreements, and assuming the

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Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Shares pursuant to the terms of the Plan, including without limitation, collection of required payment for the Shares, the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2009 Employment Commencement Incentive Plan of Intuitive Surgical, Inc. of our reports dated February 1, 2011, with respect to the consolidated financial statements and schedule of Intuitive Surgical, Inc. and the effectiveness of internal control over financial reporting of Intuitive Surgical, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
July 29, 2011