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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report: October 23, 2009
(Date of earliest event reported)

INTUITIVE SURGICAL, INC.

(exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-30713
Commission File Number

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

1266 Kifer Road
Sunnyvale, California 94086
(Address of Principal executive offices, including zip code)

(408) 523-2100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On October 23, 2009, Intuitive Surgical, Inc. (“Intuitive” or the Company) announced that Lonnie M. Smith will resign as Intuitive’s Chief Executive Officer, effective January 1, 2010. Mr. Smith will continue to remain as the Chairman of the Board as well as an executive officer of the Company.

(c) On October 23, 2009, Intuitive announced that the Board of Directors voted to appoint Mr. Gary S. Guthart, currently President and Chief Operating Officer, to the roles of President and Chief Executive Officer, effective January 1, 2010.

Mr. Guthart, age 44, joined Intuitive Surgical, Inc. in April 1996 and became Vice President, Engineering in November 1999. He was promoted to Sr. Vice President, Product Operations in 2002 and President and Chief Operating Officer in 2006. Previously, Mr. Guthart was part of the core team developing foundation technology for computer enhanced-surgery at SRI International (formerly Stanford Research Institute). Mr. Guthart holds MS and Ph.D. degrees in Engineering Science from the California Institute of Technology and a BS degree in Engineering from the University of California, Berkeley. Mr. Guthart serves on the Board of Directors of Affymetrix, Inc.

Effective January 1, 2010, Mr. Guthart will receive a \$70,000 increase in his annual base salary, for a new annual base salary of \$500,000, and a 10% increase in his target annual bonus percentage, for a new target annual bonus percentage of 60% of base salary.

A copy of the press release announcing the above management changes is attached hereto as Exhibit 99.1 and incorporated herein by reference.

(e)

On October 22, 2009, following the recommendation of the Compensation Committee of the Board, the Board approved adjustments to the base salaries for Intuitive’s named executive officers. The effective dates of the changes are as noted below. The adjustments to the base salaries are set forth in the table below.

<u>Executive</u>	<u>Position</u>	<u>Increase (Decrease) in Annual Base Salary</u>	<u>New Base Salary</u>
Smith, Lonnie ⁽¹⁾	Chairman of the Board	\$ (208,700)	\$ 300,000
Guthart, Gary ⁽¹⁾	President and Chief Executive Officer	\$ 70,000	\$ 500,000
McNamara, Jerome ⁽²⁾	Executive VP, WW Sales & Marketing	\$ 25,000	\$ 360,000
Mohr, Marshall ⁽²⁾	Senior VP & CFO	\$ 20,000	\$ 355,000
Meltzer, Mark ⁽²⁾	Senior VP & General Counsel	\$ 15,000	\$ 340,000

(1) Base salary changes are effective as of January 1, 2010. Effective January 1, 2010, Mr. Guthart will receive a 10% increase in his target annual bonus percentage, for a new target annual bonus percentage of 60% of base salary and Mr. Smith will receive a 20% reduction to the target annual bonus percentage, for a new target annual bonus percentage of 40% of base salary. Mr. Smith’s salary will be reduced in the future as appropriate commensurate with both his time commitment and responsibilities.

(2) Increases are effective as of October 1, 2009

On October 22, 2009, Intuitive's Board approved an amendment to its 2000 Non-Employee Directors' Stock Option Plan (the "Plan"). The Plan was amended, effective October 22, 2009, to eliminate the automatic "evergreen" increase provisions so that no further automatic increases to the number of shares reserved for issuance under the Plan. In addition, the Plan was amended to reduce the number of shares of Intuitive's common stock authorized for issuance under the Plan from 450,000 to 150,000.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

The following exhibit is furnished with this report on Form 8-K:

Exhibit 99.1 Press release issued by Intuitive Surgical dated October 23, 2009 announcing transition plan for Mr. Lonnie M. Smith and appointment of Mr. Gary S. Guthart as President and CEO.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTUITIVE SURGICAL, INC.

Date: October 27, 2009

By _____ /s/ MARSHALL L. MOHR
Name: **Marshall L. Mohr**
Title: **Senior Vice President and Chief Financial Officer**

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Intuitive Surgical dated October 23, 2009 announcing transition plan for Mr. Lonnie M. Smith and appointment of Mr. Gary S. Guthart as President and CEO.

FOR IMMEDIATE RELEASE

Contact: Ben Gong 408-523-2175

Intuitive Surgical Announces Transition of Gary Guthart to CEO

SUNNYVALE, Calif., October 23, 2009 (GlobeNewswire via COMTEX) – Intuitive Surgical, Inc. (Nasdaq:ISRG), the industry leader in surgical robotics, today announced the next step in its CEO succession plan. Lonnie Smith, currently Chairman and CEO, will transition to the role of Chairman of the Board and Gary Guthart, currently President and Chief Operating Officer, has been appointed by the Board of Directors to the roles of President and CEO, both actions effective January 1, 2010.

“From its earliest beginnings, Intuitive has been blessed with exceptional people across the organization. Our past and future success has been and will be the result of the leadership and hard work of many very gifted, talented and dedicated individuals. Gary has been one of those people who have played a pivotal role in the development of our products, our organization, our values, and in the growth of our company. He is an individual of unquestionable character, humility, exceptional intellectual curiosity, great intellectual capacity and personal energy” said Lonnie Smith.

Mr. Guthart joined Intuitive Surgical, Inc. in April 1996 and became Vice President, Engineering in November 1999. He was promoted to Sr. Vice President, Product Operations in 2002 and President and Chief Operating Officer in 2006. Previously, Mr. Guthart was part of the core team developing foundation technology for computer enhanced-surgery at SRI International (formerly Stanford Research Institute). Mr. Guthart holds MS and Ph.D. degrees in Engineering Science from the California Institute of Technology and a BS degree in Engineering from the University of California, Berkeley.

Alan Levy, Director and Chairman of the Governance and Nominating Committee said “This announcement is the result of a succession plan that has been in process for the past several years. On behalf of Intuitive Surgical’s Board of Directors, we would like to thank Lonnie for his tireless efforts to make Intuitive Surgical the truly unique and successful company that it has become. Lonnie has done an incredible job leading the company from its earliest stages and is leaving his post as CEO with the Company well-positioned for future success. We look forward to his continued leadership as Chairman.”

About Intuitive's Products

Intuitive Surgical, Inc. (NASDAQ: ISRG), headquartered in Sunnyvale, California, is the global technology leader in robotic-assisted, minimally invasive surgery. Intuitive Surgical develops, manufactures and markets robotic technologies designed to improve clinical outcomes and help patients return more quickly to active and productive lives. The Company's mission is to extend the benefits of minimally invasive surgery to the broadest possible base of patients. Intuitive Surgical – Taking surgery beyond the limits of the human hand™.

About the *da Vinci*® Surgical System

The *da Vinci*® System is a breakthrough surgical platform designed to enable complex surgery using a minimally invasive approach. The *da Vinci*® System consists of an ergonomic surgeon console, a patient-side cart with four interactive robotic arms, a high-performance vision system and proprietary *EndoWrist*® instruments. Powered by state-of-the-art robotic and computer technology, the *da Vinci*® System is designed to scale, filter and seamlessly translate the surgeon's hand movements into more precise movements of the *EndoWrist*® instruments. The net result is an intuitive interface with breakthrough surgical capabilities. By providing surgeons with superior visualization, enhanced dexterity, greater precision and ergonomic comfort, the *da Vinci* Surgical System makes it possible for more surgeons to perform minimally invasive procedures involving complex dissection or reconstruction. This ultimately has the potential to raise the standard of care for complex surgeries, translating into numerous potential patient benefits, including less pain, a shorter recovery and quicker return to normal daily activities.

Intuitive®, *da Vinci*®, *da Vinci S*®, *da Vinci*® *Si*™, *InSite*® and *EndoWrist*® are trademarks or registered trademarks of Intuitive Surgical, Inc.

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This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are necessarily estimates reflecting the best judgment of our management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including the following: the impact of the global economic recession and tight credit market and related impact on health care spending; possible health care reform in the United States and its implications on hospital spending, reimbursement, and fees which may be levied on certain medical device companies; timing and success of product development and market acceptance of developed products; regulatory approvals, clearances and restrictions; guidelines and recommendations in the health care and patient communities; intellectual property positions and litigation; competition in the medical device industry and in the specific markets of surgery in which Intuitive Surgical operates; unanticipated manufacturing disruptions; delays in regulatory approvals of new manufacturing facilities or the inability to meet demand for products, the results of the year end audit, and the other factors detailed from time to time under the heading "Risk Factors" in our report on Form 10-K for the year ended December 31, 2008, as updated from time to time by our quarterly reports on Form 10-Q and our other filings with the Securities and Exchange Commission. Statements concerning forecasts, revenue growth, procedure growth, future financial results, and statements using words such as "estimate", "project", "plan", "intend", "expect", "anticipate", "believe" and similar expressions are intended to identify forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. We undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.