

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

INTUITIVE SURGICAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

77-0416458

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

1340 W. Middlefield Rd., Mountain View, CA

94043

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following. [X]

Securities Act registration statement number to which this form relates:

333-33016

(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to
be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value

(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock," commencing at page 64 of the Prospectus included in the Registrant's Registration Statement on Form S-1, Registration No. 333-33016, initially filed with the Securities and Exchange Commission on March 22, 2000, as amended by Amendment No. 1 thereto filed May 2, 2000, by Amendment No. 2 thereto filed May 11, 2000, and by Amendment No. 3 thereto filed May 16, 2000, and are incorporated herein by reference.

ITEM 2. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
3.1	Restated Certificate of Incorporation of the Registrant.(1)
3.1.1	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant.(1)
3.2	Form of Amended and Restated Certificate of Incorporation of the Registrant to be effective upon the closing of the offering.(1)
3.3	Bylaws of the Registrant.(1)
4.2	Specimen Stock Certificate.(1)

 (1) Filed as the like-numbered exhibit to the Registration Statement and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

INTUITIVE SURGICAL, INC.
 (Registrant)

Date: May 23, 2000

By: /s/ LONNIE M. SMITH

 Lonnie M. Smith
 President and Chief Executive Officer