INTUITIVE SURGICAL INC Form SC 13G/A February 14, 2002

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b) (Amendment No. 1) (1)

Intuitive Surgical, Inc.
 (Name of Issuer)

Common Stock, par value \$0.001 (Title of Class of Securities)

46120E10 (CUSIP Number)

December 31, 2001 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [_] Rule 13d-1(b)
- [_] Rule 13d-1(c)
- [X] Rule 13d-1(d)
- (1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G	
CUSIP No. 46120E10	Page 2 of 17 pages.

	Reporting Person Identification No. of Above Persons (Ent	cities Only)
Mayfiel	d VIII, a California Limited Partnership	0
2. Check t	he Appropriate Box if a Member of a Grou	(a) [_] (b) [X]
3. SEC Use		
4. Citizer	ship or Place of Organization	
Califor	nia 	
Number of Shares	5. Sole Voting Power	
	-0-	
Califorr	6. Shared Voting Power	
	-0-	
Owned By Each Reporting Person With	7. Sole Dispositive Power	
	-0-	
	8. Shared Dispositive Power	
MICII	-0-	
	te Amount Beneficially Owned by Each Rep	porting Person
10. Check E	ox if the Aggregate Amount in Row (9) Ex	ccludes Certain Shares
	of Class Represented by Amount in Row	(9)
09	: 	
12. Type of	Reporting Person	
PAGE>		
	13G	
CUSIP No. 4	6120E10	Page 3 of 17 pages.

1.		Reporting Person dentification No. of Above Persons (Entities Only)							
	Mayfield	VIII Management, L.L.C.							
2.	Check th	e Appropriate Box if a Member of a Group	(a) (b)						
3.	SEC Use	Only							
4.	Citizens	hip or Place of Organization							
	Delaware	Delaware							
Numb Shar	er of es	5. Sole Voting Power							
	ficially d By	6. Shared Voting Power							
Each Repo	rting	7. Sole Dispositive Power							
Pers With		8. Shared Dispositive Power -0-							
9.	Aggregat	e Amount Beneficially Owned by Each Reporting Person							
10.	Check Bo	x if the Aggregate Amount in Row (9) Excludes Certain	Share	es [_]					
11.	Percent	of Class Represented by Amount in Row (9)							
	0% 								
12.	Type of OO	Reporting Person							
		13G							
CUS	IP No. 46	120E10 Page 4 of 17 p	ages.						

1.				
	Mayfield	d Associates Fund II, a California Limited Partnership		
2.	Check th	he Appropriate Box if a Member of a Group		
3.	SEC Use			
4.	Citizens			
	Califorr	nia 		
		5. Sole Voting Power		
		-0-		
	_	6. Shared Voting Power		
	- 1	-0-	ornia Limited Partnership of a Group (a) [_] (b) [X] over a Group (b) [X] over a Group (c) [X] (d) [X]	
	I.R.S. Mayfiel C. Check t S. SEC Use Califor Califor Califor Seneficially Seneficially Whend By Cach Reporting Cach Check B Cach Check B Cach Check B	7. Sole Dispositive Power		
		Cb) [X] EC Use Only itizenship or Place of Organization alifornia of 5. Sole Voting Power -0- cially 6. Shared Voting Power By -0- 7. Sole Dispositive Power ing -0- 8. Shared Dispositive Power -0- ggregate Amount Beneficially Owned by Each Reporting Person -0- heck Box if the Aggregate Amount in Row (9) Excludes Certain Shares [_] ercent of Class Represented by Amount in Row (9) 0% ype of Reporting Person PN		
		8. Shared Dispositive Power		
		S. Identification No. of Above Persons (Entities Only) field Associates Fund II, a California Limited Partnership OK the Appropriate Box if a Member of a Group (a) [_] (b) [X] Use Only Izenship or Place of Organization ifornia f		
9.				
10.	 Check Bo	ox if the Aggregate Amount in Row (9) Excludes Certain	 Share	 :S
11.		of Class Represented by Amount in Row (9)		
	Each 7. Sole Dispositive Power Reporting			
12.				
		13G		
CUS	IP No. 46	6120E10 Page 5 of 17 p	ages.	

	. Name of Reporting Person I.R.S. Identification No. of Above Persons (Entities Only)						
Yogen	K. Dalal						
2. Check	Check the Appropriate Box if a Member of a Group (a) [_] (b) [X]						
3. SEC Us							
4. Citize	nship or Place of Organization						
U.S.							
Number of Shares	5. Sole Voting Power						
	82,589						
Beneficiall Owned By	y 6. Shared Voting Power						
Owned by	-0-						
Each	7. Sole Dispositive Power						
Reporting	82,589						
Person With	8. Shared Dispositive Power						
	-0-						
	ate Amount Beneficially Owned by Each R 2,589	Reporting Person					
10. Check	Box if the Aggregate Amount in Row (9)	Excludes Certain Shares					
11. Percen	t of Class Represented by Amount in Row	(9)					
0	.2% 						
12. Type o	f Reporting Person						
I	N						
	13G						
CUSIP No.	46120E10	Page 6 of 17 pages.					

1. Name of Reporting Person

	I.R.S. I	Identification No. of Above Persons (Entities Only)		
	F. Gibso	on Myers, Jr.		
2.	Check th	he Appropriate Box if a Member of a Group	(a) (b)	
3.	SEC Use	Only		
4.	Citizens	ship or Place of Organization		
	U.S.			
Numb Shar	er of es	5. Sole Voting Power 69,943		
	ficially d By	6. Shared Voting Power		
Each Repo	rting	7. Sole Dispositive Power 69,943		
Pers With		8. Shared Dispositive Power		
9.	 Aggregat	te Amount Beneficially Owned by Each Reporting Person		
	69 ,	,943		
10.	Check Bo	ox if the Aggregate Amount in Row (9) Excludes Certain S	hare	es [_]
11.	Percent	of Class Represented by Amount in Row (9)		
	0.2	2%		
12.	Type of	Reporting Person		
	IN			
		13G		
CUS	IP No. 46	6120E10	 ges.	
1.	Name of	Reporting Person		

I.R.S. Identification No. of Above Persons (Entities Only)

	Kevin A	. Fong	
2.	Check th	ne Appropriate Box if a Member of a Group	(a) [_] (b) [X]
3.	SEC Use	Only	
4.	Citizens	ship or Place of Organization	
	U.S.		
	er of	5. Sole Voting Power	
Shar	es	651	
		6. Shared Voting Power	
Owne	ed By	-0-	
Each		7. Sole Dispositive Power	
Repo	orting	651	
Person		8. Shared Dispositive Power	
With	1	-0-	
9.	Aggregat	te Amount Beneficially Owned by Each Reporting Person	
	651	l 	
10.	Check Bo	ox if the Aggregate Amount in Row (9) Excludes Certain :	Shares [_]
11.	Percent	of Class Represented by Amount in Row (9)	
	0%		
12.	Type of	Reporting Person	
	IN		
		13G	
CUS	SIP No. 46	5120E10 Page 8 of 17 page 8 of	 iges .
	. 		
1.		Reporting Person Identification No. of Above Persons (Entities Only)	

Wi	lliam D. Unger						
2. Ch	Check the Appropriate Box if a Member of a Group (a) [_] (b) [X]						
3. SE	CC Use Only						
4. Ci	tizenship or Place of Organization						
U.	S.						
Number Shares	of 5. Sole Voting Power 28,438						
Benefic Owned B	rially 6. Shared Voting Power -0-						
Each Reporti	7. Sole Dispositive Power ing 28,438						
Person With	8. Shared Dispositive Power						
9. Ag	ggregate Amount Beneficially Owned by Each Reporting Person						
 10. Ch	neck Box if the Aggregate Amount in Row (9) Excludes Certain S	 hares [_]					
 11. Pe	ercent of Class Represented by Amount in Row (9)						
12. Ty	pe of Reporting Person						
	IN						
	13G						
	No. 46120E10 Page 9 of 17 pa	ges.					
I.	nme of Reporting Person R.S. Identification No. of Above Persons (Entities Only)						
We	endell G. Van Auken, III						

2.	Check th	ue Appropriate Box if a Member of a Group	(a) (b)	
3.	SEC Use	Only		
4.	Citizens	hip or Place of Organization		
	U.S.			
Numb Shar	er of es	5. Sole Voting Power 63,606		
	Owned By Each	6. Shared Voting Power		
Each Reporting		7. Sole Dispositive Power 63,606		
Pers With		8. Shared Dispositive Power		
9.		e Amount Beneficially Owned by Each Reporting Person		
10.	Check Bo	ox if the Aggregate Amount in Row (9) Excludes Certain S	hare	s [_]
11.	Percent	of Class Represented by Amount in Row (9)		
12.	Type of IN	Reporting Person		
		13G		
CUS	IP No. 46	120E10 Page 10 of 17 p	ages	
1.	I.R.S. I	Reporting Person dentification No. of Above Persons (Entities Only)		
	Michael	J. Levinthal		

2.	Check th	e Appro	opriate Box :	if a Member of a	a Group	(a) [(b) []		
3.	SEC Use	Only							
4.	Citizenship or Place of Organization U.S.								
Numb Shar		5. S	ole Voting Po	ower					
	eficially ed By	6. SI	nared Voting -0-	Power					
Each Reporting		7. S	31,999	ive Power					
Pers With	Person 8. Shared Dispositive Power With -0-								
9.		e Amoui 999	nt Beneficial	lly Owned by Eac	ch Reporting Person				
10.	Check Bo	x if tl	ne Aggregate	Amount in Row	(9) Excludes Certain	Shares	: [_]		
11.	Percent 0.1		ss Represente	ed by Amount in	Row (9)				
12.	Type of	Report:	ing Person						
				13G					
CUS	IP No. 46	120E10			Page 11 of 17	pages.			
1.			ing Person	of Above Persons	s (Entities Only)				
	A. Grant	Heidr:	ich, III						
2.	Check th	e Appro	opriate Box	if a Member of a	a Group				

			(a) (b)	[X]
3.	SEC Use	Only		
4.	 Citizens	ship or Place of Organization		
	U.S.			
Numb		5. Sole Voting Power		
Bene Owne		6. Shared Voting Power		
Each Repo	rting	7. Sole Dispositive Power 1,478		
Pers With		8. Shared Dispositive Power		
9.	Aggregat	te Amount Beneficially Owned by Each Reporting Person		
	1,4	478		
10.	Check Bo	ox if the Aggregate Amount in Row (9) Excludes Certain Sh	are	s [_]
11.	Percent 0%	of Class Represented by Amount in Row (9)		
12.	Type of	Reporting Person		
		13G		
CUS	 IP No. 46	6120E10 Page 12 of 17 pa	iges	·
1.		Reporting Person Identification No. of Above Persons (Entities Only) . Hutton		
2.		ne Appropriate Box if a Member of a Group		
			(a)	[_]

			(b) [X]	
3.	SE	C Use	Only	
4.	Cit	tizen	ship or Place of Organization	
	U.:	S.		
		of	5. Sole Voting Power	
Shares			6,196	
			6. Shared Voting Power	
Owne	d B	Y	-0-	
Each			7. Sole Dispositive Power	
Repo	rti	ng	6,196	
Person With			8. Shared Dispositive Power	
			-0-	
9.	Ag	grega	te Amount Beneficially Owned by Each Reporting Person	
		6,	196	
10.	Che	eck B	ox if the Aggregate Amount in Row (9) Excludes Certain Shares	
11.	Pe:	rcent	of Class Represented by Amount in Row (9)	
		0%		
12.	Тур	pe of	Reporting Person	
		IN		
Item	1.			
		(a)	Name of Issuer:	
			Intuitive Surgical, Inc.	
		(b)	Address of Issuer's Principal Executive Offices:	
			1340 W. Middlefield Road Mountain View, CA 94043	
Item	2.			
		(a)	Name of Persons Filing:	

Mayfield VIII, a California Limited Partnership
Mayfield VIII Management, L.L.C.
Mayfield Associates Fund II, a California Limited Partnership
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
Michael J. Levinthal
A. Grant Heidrich, III
Wende S. Hutton

(b) Address of Principal Business Office:

c/o Mayfield Fund 2800 Sand Hill Road Menlo Park, CA 94025

(c) Citizenship:

Mayfield VIII and Mayfield Associates Fund II are California Limited Partnerships. Mayfield VIII Management, L.L.C. is a Delaware Limited Liability Company. The individuals listed in Item 2(a) are U.S. citizens.

(d) Title of Class of Securities:

Common Stock, par value \$0.001

(e) CUSIP Number:

46120E10

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-12 hereto, is hereby incorporated by reference. Shares beneficially owned by each individual reporting person are held as trustee of a trust for the benefit of such reporting person and members of his or her family (except for 249 shares that are beneficially owned by Mr. Heidrich through a family partnership).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002 MAYFIELD VIII

A California Limited Partnership
By: Mayfield VIII Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VIII MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II

A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

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MICHAEL J. LEVINTHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDE S. HUTTON

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

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EXHIBIT INDEX

Exhibit 1 - "JOINT FILING AGREEMENT" is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 13, 2001.

Exhibit 2 - "POWERS OF ATTORNEY" is hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 13, 2001.

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