

VARIAN MEDICAL SYSTEMS INC

Form 4

November 12, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KUO JOHN W**

(Last) (First) (Middle)

**C/O VARIAN MEDICAL  
SYSTEMS, INC., 3100 HANSEN  
WAY M/S E-327**

(Street)

**PALO ALTO, CA 94304**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**VARIAN MEDICAL SYSTEMS  
INC [VAR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/11/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Gen Counsel and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/11/2014                              |                                                             | M <sup>(1)</sup>         | 606 A \$ 57.9                                                       | 14,667                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/11/2014                              |                                                             | S <sup>(1)</sup>         | 100 D \$ 85.32                                                      | 14,567                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/11/2014                              |                                                             | S <sup>(1)</sup>         | 100 D \$ 86.35                                                      | 14,467                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/11/2014                              |                                                             | S <sup>(1)</sup>         | 106 D \$ 86.65                                                      | 14,361                                                                                                             | D                                                                    |                                                                   |
|                                       | 11/11/2014                              |                                                             | S <sup>(1)</sup>         | 100 D                                                               | 14,261                                                                                                             | D                                                                    |                                                                   |

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|              |            |                  |     |   |           |           |   |              |
|--------------|------------|------------------|-----|---|-----------|-----------|---|--------------|
| Common Stock |            |                  |     |   | \$ 86.825 |           |   |              |
| Common Stock | 11/11/2014 | S <sup>(1)</sup> | 100 | D | \$ 87.04  | 14,161    | D |              |
| Common Stock | 11/11/2014 | S <sup>(1)</sup> | 100 | D | \$ 87.61  | 14,061    | D |              |
| Common Stock |            |                  |     |   |           | 1,618.146 | I | By 401k Plan |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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) |                 | 8. Put or Call (Instr. 3) |                            |  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|---------------------------|----------------------------|--|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                     | Amount or Number of Shares |  |
| Non Qualified Stock Option (Right to Buy)  | \$ 57.9                                                | 11/11/2014                           |                                                    | M <sup>(1)</sup>               |                                                                                         | 606                                                      |     | <sup>(2)</sup>                                                | 11/11/2018      | Common Stock              | 606                        |  |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships                    |
|----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                    | Director 10% Owner Officer Other |
| KUO JOHN W<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY M/S E-327<br>PALO ALTO, CA 94304 | SVP, Gen Counsel and Secretary   |

## Signatures

/s/ Franco N. Palomba, Attorney in Fact for John W.  
Kuo

11/12/2014

\_\_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) This transaction is pursuant to the filer's SEC Rule10b5-1 Stock Plan

Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies

(2) with Rule 16b-3. The option vests as follows: one third on 11/11/2012, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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