

VARIAN MEDICAL SYSTEMS INC

Form 4

November 24, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON DOW R

(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)
11/21/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/21/2014		M		5,403	A 11	61,050 D
Common Stock	11/21/2014		M		7,263	A 11	68,313 D
Common Stock	11/21/2014		F		6,608 (2)	D \$ 87.75	61,705 D

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**

SEC 1474
(9-02)

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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. Pr Deriv Secur (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	11/21/2014		M	5,403	(3)	(3)	Common Stock	5,403	(4)
Restricted Stock Units	(1)	11/21/2014		M	7,263	(4)	(4)	Common Stock	7,263	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON DOW R C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, M/S E-327 PALO ALTO, CA 94304	X		President and CEO	

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Dow R. Wilson

11/24/2014

__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) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.

(2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.

(3) The restricted stock units vest in three equal installments on November 21, 2012, November 21, 2013, and November 21, 2014. Vested shares will be delivered to the reporting person on vest date.

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- (4) The restricted stock units vest in three equal installments on November 21, 2013, November 21, 2014, and November 21, 2015. Vested shares will be delivered to the reporting person on vest 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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