WILSON DOW R Form 4

November 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

(Print or Type Responses)

1(b).

(Last)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VARIAN MEDICAL SYSTEMS INC [VAR]

(Check all applicable)

(First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 11/09/2012

Director 10% Owner X\_ Officer (give title Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check

President and CEO

Applicable Line)

PALO ALTO, CA 94304

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: WILSON DOW R - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|--|---|---|---|---------------------------------------|---|-----|--|--------------------|---|-------------------------------------|
|  |   |   |   | Code V                                | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                             | <u>(1)</u>  | 11/09/2012                              |   | A                                     | 21,790  |     | <u>(2)</u>   | (2)                | Common<br>Stock   | 21,790                              |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 68.84  | 11/09/2012                              |   | A                                     | 78,534  |     | <u>(3)</u>   | 11/09/2019         | Common<br>Stock   | 78,534                              |

# **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

President and CEO

## **Signatures**

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

11/13/2012

\*\*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) 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.
- Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies (3) with Rule 16b-3. The option vests as follows: one third on 11/09/2013, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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