

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 December 02, 2014

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FINNEY ELISHA W**  
  
 (Last) (First) (Middle)  
 C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, ,  
 MAIL STOP E-327  
 (Street)  
 PALO ALTO, CA 94304-1030  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2014

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)  
 Exec VP and CFO

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) |   |        | 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 Indirect Beneficial Ownership (Instr. 4) |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |   | (A) or (D) |
| Common Stock                    | 12/01/2014                           |  | M <sup>(1)</sup>               |   |   | 11,000 | A \$ 50.66  | 15,671   | D   |            |
| Common Stock                    | 12/01/2014                           |  | M <sup>(1)</sup>               |   |   | 10,000 | A \$ 52.83  | 25,671   | D   |            |
| Common Stock                    | 12/01/2014                           |  | S <sup>(1)</sup>               |   |   | 1,900  | D \$ 88.2074  | 23,771   | D   |            |
| Common Stock                    | 12/01/2014                           |  | S <sup>(1)</sup>               |   |   | 19,100 | D \$ 88.7715  | 4,671  | D   |            |

(3)

Common Stock 22,126 I By Trust

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy)  | \$ 50.66   | 12/01/2014                           |  | M <sup>(1)</sup>               | 11,000  | <sup>(4)</sup> 11/21/2016                                | Common Stock  | 11,000                     |
| Non Qualified Stock Option (Right to Buy)  | \$ 52.83   | 12/01/2014                           |  | M <sup>(1)</sup>               | 10,000  | <sup>(5)</sup> 05/14/2017                                | Common Stock  | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| FINNEY ELISHA W<br>C/O VARIAN MEDICAL SYSTEMS<br>3100 HANSEN WAY, , MAIL STOP E-327<br>PALO ALTO, CA 94304-1030 |               |           | Exec VP and CFO |       |

## Signatures

/s/ Franco N. Palomba, Attorney in Fact for Elisha W. Finney 12/02/2014

\_\_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 Rule 10b5-1 Stock Plan
- (2) The 1,900 shares were sold in multiple transactions executed on the same day at prices ranging from \$87.84 to \$88.54. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 19,100 shares were sold in multiple transactions executed on the same day at prices ranging from \$88.55 to \$89.13. The detailed breakdown of executed sales will be furnished upon request.
- (4) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/21/07, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.  
Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies
- (5) with Rule 16b-3. The option vests as follows: one third on 5/14/2011, 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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