VARIAN MEDICAL SYSTEMS INC

Form 4

August 05, 2008

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or

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

1(b).

(Last)

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obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * LEVY RICHARD M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VARIAN MEDICAL SYSTEMS

(Check all applicable)

INC [VAR]

08/01/2008

(Middle)

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

_X__ Director Officer (give title

10% Owner Other (specify

C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY,

(Street)

(First)

MAIL STOP E-327

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PALO ALTO, CA 94304-1030

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of (` 1	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)
Common Stock	08/01/2008		M	20,900	A	\$ 13.9531	20,900	D	
Common Stock	08/01/2008		S(1)	400	D	\$ 58.98	20,500	D	
Common Stock	08/01/2008		S <u>(1)</u>	700	D	\$ 58.9802	19,800	D	
Common Stock	08/01/2008		S <u>(1)</u>	400	D	\$ 58.99	19,400	D	
	08/01/2008		S <u>(1)</u>	500	D		18,900	D	

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Common Stock					\$ 58.9902		
Common Stock	08/01/2008	S <u>(1)</u>	700	D	\$ 59.01	18,200	D
Common Stock	08/01/2008	S(1)	600	D	\$ 59.02	17,600	D
Common Stock	08/01/2008	S(1)	800	D	\$ 59.0202	16,800	D
Common Stock	08/01/2008	S(1)	400	D	\$ 59.03	16,400	D
Common Stock	08/01/2008	S <u>(1)</u>	300	D	\$ 59.0302	16,100	D
Common Stock	08/01/2008	S <u>(1)</u>	300	D	\$ 59.04	15,800	D
Common Stock	08/01/2008	S <u>(1)</u>	300	D	\$ 59.0502	15,500	D
Common Stock	08/01/2008	S <u>(1)</u>	400	D	\$ 59.06	15,100	D
Common Stock	08/01/2008	S <u>(1)</u>	800	D	\$ 59.0602	14,300	D
Common Stock	08/01/2008	S <u>(1)</u>	700	D	\$ 59.07	13,600	D
Common Stock	08/01/2008	S <u>(1)</u>	200	D	\$ 59.08	13,400	D
Common Stock	08/01/2008	S <u>(1)</u>	200	D	\$ 59.09	13,200	D
Common Stock	08/01/2008	S <u>(1)</u>	100	D	\$ 59.0902	13,100	D
Common Stock	08/01/2008	S <u>(1)</u>	200	D	\$ 59.1	12,900	D
Common Stock	08/01/2008	S <u>(1)</u>	200	D	\$ 59.16	12,700	D
Common Stock	08/01/2008	S <u>(1)</u>	2,000	D	\$ 59.17	10,700	D
Common Stock	08/01/2008	S <u>(1)</u>	400	D	\$ 59.2	10,300	D
Common Stock	08/01/2008	S <u>(1)</u>	3,000	D	\$ 59.21	7,300	D
Common Stock	08/01/2008	S <u>(1)</u>	1,000	D	\$ 59.24	6,300	D
	08/01/2008	S(1)	2,600	D		3,700	D

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Common Stock					\$ 59.2602			
Common Stock	08/01/2008	S <u>(1)</u>	3,000	D	\$ 59.28	700	D	
Common Stock	08/01/2008	S <u>(1)</u>	300	D	\$ 59.2902	400	D	
Common Stock	08/01/2008	S <u>(1)</u>	100	D	\$ 59.45	300	D	
Common Stock	08/01/2008	S <u>(1)</u>	300	D	\$ 59.5202	0	D	
Common Stock						239,907	I	by Trust

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

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(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securit	
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 13.9531	08/01/2008		M	20,900	(2)	11/17/2010	Common Stock	20,9

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
LEVY RICHARD M C/O VARIAN MEDICAL SYSTEMS 3100 HANSEN WAY, MAIL STOP E-327 PALO ALTO, CA 94304-1030	X			

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Signatures

By: Franco N. Palomba, Attorney in Fact For: Richard M. Levy 08/05/2008

**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.
- (2) 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 11/17/01, 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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