

Raanes Chris
Form 4
February 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
Raanes Chris

(Last) (First) (Middle)
1310 CHESAPEAKE TERRACE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACCURAY INC [ARRAY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

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)
SVP COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/15/2011		M		4,000 A \$ 0.75	62,572	D
Common Stock	02/15/2011		S		4,000 D \$ 10.0746 (1)	58,572	D
Common Stock	02/15/2011		M		1,000 A \$ 0.75	59,572	D
Common Stock	02/15/2011		S		1,000 D \$ 10.1891 (2)	58,572	D
	02/15/2011		M		1,000 A \$ 0.75	59,572	D

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Common Stock								
Common Stock	02/15/2011		S	1,000	D	\$ 10.189 (3)	58,572	D
Common Stock	02/15/2011		M	3,000	A	\$ 0.75	61,572	D
Common Stock	02/15/2011		S(4)	3,000	D	\$ 10.19	58,572	D
Common Stock	02/15/2011		M	1,000	A	\$ 0.75	59,572	D
Common Stock	02/15/2011		S	1,000	D	\$ 10.121 (5)	58,572	D

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 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. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.75	02/15/2011		M	4,000	(6) 12/02/2012	Common Stock	4,000
Incentive Stock Option (right to buy)	\$ 0.75	02/15/2011		M	1,000	(6) 12/02/2012	Common Stock	1,000
Incentive Stock	\$ 0.75	02/15/2011		M	1,000	(6) 12/02/2012	Common Stock	1,000

Option
(right to
buy)

Incentive
Stock

Option (right to buy)	\$ 0.75	02/15/2011	M	3,000	<u>(6)</u>	12/02/2012	Common Stock	3,000
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Incentive
Stock

Option (right to buy)	\$ 0.75	02/15/2011	M	1,000	<u>(6)</u>	12/02/2012	Common Stock	1,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raanes Chris 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089			SVP COO	

Signatures

By: Michael Olivas For: Chris A. Raanes
02/17/2011

__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) A total of 4,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$10.074598 per share. The actual sale price for the shares was: 800 shares at \$10.18; 200 shares at \$10.1825; 500 shares at \$10.1805; 500 shares at \$10.185; 200 shares at \$10.04; 319 shares at \$10.03; 200 shares at \$10.02; 100 shares at \$9.95; 400 shares at \$9.94; 381 shares at \$9.92; 300 shares at \$9.93; 100 shares at \$9.9405.
 - (2) A total of 1,000 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$10.18907 per share. The actual sale price for the shares was: 857 shares at \$10.19; 100 shares at \$10.185; 43 shares at \$10.18.
 - (3) A total of 1,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$10.18904 per share. The actual sale price for the shares was: 904 shares at \$10.19; 96 shares at \$10.18.
 - (4) These shares were sold pursuant to a 10b5-1 plan.
 - (5) A total of 1,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$10.121 per share. The actual sale price for the shares was: 100 shares at \$10.13; 900 shares at \$10.12.

The options are exercisable as they vest. A total of 25% of the entire number of shares subject to this stock option becomes vested and

 - (6) fully exercisable on the first anniversary of the vesting commencement date and the remaining shares subject to this stock option vest and become exercisable in equal monthly installments, ratably over the following 36 months.

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.