

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 August 05, 2008

**FORM 4**

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

OMB APPROVAL

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**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

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, , MAIL STOP E-327  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/01/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Finance and CFO

PALO ALTO, CA 94304-1030  
 (City) (State) (Zip)

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

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		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	08/01/2008		M		2,000	A	\$ 17.95	37,138	D	
Common Stock	08/01/2008		M		8,000	A	\$ 24.375	45,138	D	
Common Stock	08/01/2008		S <sup>(1)</sup>		200	D	\$ 59	44,938	D	
Common Stock	08/01/2008		S <sup>(1)</sup>		700	D	\$ 59.01	44,238	D	
	08/01/2008		S <sup>(1)</sup>		100	D		44,138	D	

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Common Stock					\$	59.0102		
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	900	D	\$ 59.04	43,238	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 59.1	42,838	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.16	42,638	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 59.17	42,138	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.18	41,938	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 59.2	41,738	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 59.21	40,738	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 59.22	40,238	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 59.27	39,238	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 59.28	38,238	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 59.6	37,238	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 59.63	36,238	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 60.26	36,138	D	
Common Stock	08/01/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 60.33	35,138	D	
Common Stock						31,371	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)

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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)
Non-Qualified Stock Option (right to buy)	\$ 17.95	08/01/2008		M	2,000	<u>(2)</u> 11/15/2011	Common Stock 2,000
Non-Qualified Stock Option (right to buy)	\$ 24.375	08/01/2008		M	8,000	<u>(3)</u> 11/14/2012	Common Stock 8,000

## Reporting Owners

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

## Signatures

By: Franco N. Palomba, Attorney in Fact For: Elisha W. Finney 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 Rule 10b5-1 Stock Plan.

Stock option granted under the Varian Medical Systems, Inc. 1990 Omnibus Stock Plan, which complies with new Rule 16b-3. The option vests as follows: one third on 11/15/02, 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. 1990 Omnibus Stock Plan, which complies with new Rule 16b-3. The option vests as follows: one third on 11/14/03, 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.