

THYAGARAJAN VENKATRAMAN  
 Form 4  
 February 13, 2012

**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 \*  
 THYAGARAJAN  
 VENKATRAMAN

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, INC., 3100 HANSEN  
 WAY, MAIL STOP E-327

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/10/2012

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

(Street)  
 PALO ALTO, CA 94304-1030

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

(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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/13/2012		M	2,691	A \$ 0	2,691	D
Common Stock	02/13/2012		F	807 <sup>(1)</sup>	D \$ 65.12	1,884	D

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

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 (9-02)



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- (3) Each Deferred Stock Unit represents the right to receive one share of VAR common stock.
- (4) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 10, 2012. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement date.
- (5) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 13, 2009. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement 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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