

KENNEDY KOLLEEN T
 Form 4
 February 20, 2019

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 *
 KENNEDY KOLLEEN T

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Pres. Proton Solutions, CGO

(Last) (First) (Middle)
 C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MAIL STOP E327
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

PALO ALTO, CA 94304-1038

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/15/2019		M	1,683	A	11	28,581	D
Common Stock	02/15/2019		M	1,241	A	11	29,822	D
Common Stock	02/15/2019		M	1,345	A	11	31,167	D
Common Stock	02/15/2019		F	2,044	D	\$ 132.74 (2)	29,123	D
	02/19/2019		S ⁽³⁾	1,925	D		27,198	D

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Common Stock						\$			
						131.4857			
						<u>(4)</u>			
Common Stock	02/19/2019		S ⁽³⁾	300	D	\$	132.3333	26,898	D
						<u>(5)</u>			

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. Pr Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	02/15/2019		M	1,683	<u>(7)</u>	<u>(7)</u>	Common Stock	1,683
Restricted Stock Units	<u>(6)</u>	02/15/2019		M	1,241	<u>(8)</u>	<u>(8)</u>	Common Stock	1,241
Restricted Stock Units	<u>(6)</u>	02/15/2019		M	1,345	<u>(9)</u>	<u>(9)</u>	Common Stock	1,345

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KENNEDY KOLLEEN T
C/O VARIAN MEDICAL SYSTEMS, INC.
3100 HANSEN WAY, MAIL STOP E327
PALO ALTO, CA 94304-1038

Pres. Proton Solutions, CGO

Signatures

/s/ Michael B. Dunn, attorney-in-fact for Kolleen
Kennedy

02/20/2019

__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) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (3) This transaction is pursuant to the filer's SEC Rule 10b5-1 Stock Plan
- (4) The 1,925 shares were sold in multiple transactions executed on the same day at prices ranging from \$131.17 to \$131.87. The detailed breakdown of executed sales will be furnished upon request.
- (5) The 300 shares were sold in multiple transactions executed on the same day at prices ranging from \$132.22 to \$132.40. The detailed breakdown of executed sales will be furnished upon request.
- (6) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (7) The restricted stock units vest in three equal installments on February 15, 2018, February 15, 2019, and February 15, 2020. Vested shares will be delivered to the reporting person on vest date.
- (8) The restricted stock units vest in three equal installments on February 15, 2019, February 15, 2020, and February 15, 2021. Vested shares will be delivered to the reporting person on vest date.
- (9) The restricted stock units vest in three equal installments on February 15, 2017, February 15, 2018, and February 15, 2019. Vested shares will be delivered to the reporting person on vest 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.