

VARIAN MEDICAL SYSTEMS INC
 Form 4
 July 30, 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 *
KLUGE ROBERT H

(Last) (First) (Middle)

C/O VARIAN MEDICAL SYSTEM, 3100 HANSEN WAY, MAIL STOP E-327

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2008

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)
 Corp VP; Pres. X-Ray Products

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/28/2008 | | M | | 16,000 | A | \$ 24.375 |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | | 16,000 | D | \$ 59 |
| Common Stock | 07/28/2008 | | M | | 16,000 | A | \$ 24.375 |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | | 325 | D | \$ 58.52 |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | | 200 | D | \$ 58.53 |

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| | | | | | | | |
|-----------------|------------|-------------|-------|---|----------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 515 | D | \$ 58.54 | 102,835 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 400 | D | \$ 58.55 | 102,435 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 400 | D | \$ 58.56 | 102,035 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 500 | D | \$ 58.57 | 101,535 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 700 | D | \$ 58.58 | 100,835 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 100 | D | \$ 58.59 | 100,735 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 400 | D | \$ 58.6 | 100,335 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 100 | D | \$ 58.61 | 100,235 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 300 | D | \$ 58.62 | 99,935 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 300 | D | \$ 58.63 | 99,635 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 400 | D | \$ 58.64 | 99,235 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 100 | D | \$ 58.65 | 99,135 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 200 | D | \$ 58.66 | 98,935 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 900 | D | \$ 58.67 | 98,035 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 1,100 | D | \$ 58.68 | 96,935 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 300 | D | \$ 58.69 | 96,635 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 400 | D | \$ 58.7 | 96,235 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 600 | D | \$ 58.72 | 95,635 | D |
| Common Stock | 07/28/2008 | <u>S(1)</u> | 404 | D | \$ 58.73 | 95,231 | D |
| | 07/28/2008 | <u>S(1)</u> | 2,000 | D | \$ 58.74 | 93,231 | D |

| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|--|
| Common Stock | | | | | | | | |
| Common Stock | 07/28/2008 | S ⁽¹⁾ | 1,400 | D | \$ 58.75 | 91,831 | D | |
| Common Stock | 07/28/2008 | S ⁽¹⁾ | 1,100 | D | \$ 58.76 | 90,731 | D | |
| Common Stock | 07/28/2008 | S ⁽¹⁾ | 1,500 | D | \$ 58.77 | 89,231 | D | |
| Common Stock | 07/28/2008 | S ⁽¹⁾ | 1,250 | D | \$ 58.78 | 87,981 | D | |
| Common Stock | 07/28/2008 | S ⁽¹⁾ | 106 | D | \$ 58.79 | 87,875 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 24.375 | 07/28/2008 | | M | 16,000 | ⁽²⁾ 11/14/2012 | Common Stock | 16,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.375 | 07/28/2008 | | M | 16,000 | ⁽²⁾ 11/14/2012 | Common Stock | 16,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLUGE ROBERT H | | | Corp VP; Pres. X-Ray Products | |

C/O VARIAN MEDICAL SYSTEM
3100 HANSEN WAY, MAIL STOP E-327
PALO ALTO, CA 94304

Signatures

By: Franco N. Palomba, Attorney in Fact For: Robert H.
Kluge

07/30/2008

__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

(2) 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.

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