VARIAN MEDICAL SYSTEMS INC

Form 4

November 24, 2014

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

See Instruction 1(b).

may continue.

-(-).						
(Print or Type Ro	esponses)					
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			3. Date of Earliest Transaction (Month/Day/Year) 11/21/2014	Director 10% Owner _X Officer (give title Other (specify below) Exec VP and CFO		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check		

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PALO ALTO, CA 94304-1030

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or	` '	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)
Common Stock	11/21/2014		M	3,380	A	(1)	8,051	D	
Common Stock	11/21/2014		M	2,744	A	(1)	10,795	D	
Common Stock	11/21/2014		F	3,194 (2)	D	\$ 87.75	7,601	D	
Common Stock	11/24/2014		S(3)	2,930	D	\$ 88.2361 (4)	4,671	D	

2005

0.5

Common 22,126 I By Trust Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	11/21/2014		M	3,380	<u>(5)</u>	<u>(5)</u>	Common Stock	3,380	
Restricted Stock Units	(1)	11/21/2014		M	2,744	<u>(6)</u>	<u>(6)</u>	Common Stock	2,744	

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	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			Exec VP and CFO			

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Elisha W. 11/24/2014 Finney

> **Signature of Reporting Person Date

2 Reporting Owners

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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 Rule10b5-1 Stock Plan
- (4) The 2,930 shares were sold in multiple transactions executed on the same day at prices ranging from \$87.93 to \$88.74. The detailed breakdown of executed sales will be furnished upon request.
- (5) The restricted stock units vest in three equal installments on November 21, 2012, November 21, 2013, and November 21, 2014. Vested shares will be delivered to the reporting person on vest date.
- The restricted stock units vest in three equal installments on November 21, 2013, November 21, 2014, and November 21, 2015. 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.