

WILSON DOW R
Form 4
May 16, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON DOW R

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, M/S E-327

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and Pres. Oncology Sys.

(Street)
PALO ALTO, CA 94304

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 Beneficial Ownership (Instr. 4)
Common Stock	05/13/2011		M	2,315	A \$ 37.17	37,548	D
Common Stock	05/13/2011		S ⁽¹⁾	1,715	D \$ 69.1597	35,833	D
Common Stock	05/13/2011		S ⁽¹⁾	600	D \$ 69.9183	35,233 ⁽⁴⁾	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 37.17	05/13/2011		M	2,315	(5) 02/13/2016	Common Stock	2,315

Reporting Owners

Reporting Owner Name / Address	Relationships
WILSON DOW R C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, M/S E-327 PALO ALTO, CA 94304	Director 10% Owner Officer Other EVP and Pres. Oncology Sys.

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Dow R.
Wilson

05/16/2011

**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

(2) The 1,715 shares were sold in multiple transactions executed on the same day at prices ranging from \$68.96 to \$69.63. The detailed breakdown of executed sales will be furnished upon request.

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- (3) The 600 shares were sold in multiple transactions executed on the same day at prices ranging from \$69.79 to \$70.11. The detailed breakdown of executed sales will be furnished upon request.
- (4) Amount of securities beneficially owned at end of reporting period reflect 584 shares purchased on April 29, 2011 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.

Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies
- (5) with Rule 16b-3. The option vests as follows: one third on 2/13/2010, 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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