

MARTIN DAVID W JR

Form 4

February 10, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN DAVID W JR

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2012

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

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

(Street)

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

PALO ALTO, CA 94304-1030

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/09/2012		M		2,691	A	\$ 0	8,792	D
Common Stock	02/09/2012		M		2,102	A	\$ 0	10,894	D
Common Stock	02/09/2012		M		1,411	A	\$ 0	12,305	D
Common Stock								7,340	I
									By Trust

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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 (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. Price or Value of Derivative Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	02/09/2012		M	2,691	(2) (2)	Common Stock	2,691 \$
Deferred Stock Units	(1)	02/09/2012		M	2,102	(3) (3)	Common Stock	2,102 \$
Deferred Stock Units	(1)	02/09/2012		M	1,411	(4) (4)	Common Stock	1,411 \$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARTIN DAVID W JR
C/O VARIAN MEDICAL SYSTEMS
3100 HANSEN WAY, MAIL STOP E-327
PALO ALTO, CA 94304-1030

X

Signatures

/s/ Franco N. Palomba, Attorney in Fact for David W. Martin Jr.

02/10/2012

**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 Deferred Stock Unit represents the right to receive one share of VAR common stock.
- (2) 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.
- (3) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 12, 2010. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement date.
- (4) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 16, 2011. 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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