

VARIAN MEDICAL SYSTEMS INC
 Form 4
 December 27, 2007

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 *
KLUGE ROBERT H

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)
 12/24/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Corp VP; Pres. X-Ray Products

C/O VARIAN MEDICAL SYSTEM, 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

(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. Code		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)	
			(Instr. 8)	(Instr. 8)	V	Amount				(A) or (D)
Common Stock	12/24/2007		M ⁽¹⁾			A	\$ 5,400	71,284	D	
Common Stock	12/24/2007		S ⁽¹⁾			D	\$ 53	65,884 ⁽²⁾	D	
Common Stock	12/26/2007		M ⁽¹⁾			A	\$ 149,600	215,484	D	
Common Stock	12/26/2007		S ⁽¹⁾			D	\$ 53	65,884	D	
	12/26/2007		M ⁽¹⁾			A	\$ 17.95	102,134	D	

Common
Stock

Common Stock 12/26/2007 S⁽¹⁾ 36,250 D \$ 53 65,884 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.9531	12/24/2007		M ⁽¹⁾	5,400	⁽³⁾ 11/17/2010	Common Stock 5
Non-Qualified Stock Option (right to buy)	\$ 13.9531	12/26/2007		M ⁽¹⁾	149,600	⁽³⁾ 11/17/2010	Common Stock 14
Non-Qualified Stock Option (right to buy)	\$ 17.95	12/26/2007		M ⁽¹⁾	36,250	⁽⁴⁾ 11/15/2011	Common Stock 3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Corp VP; Pres. X-Ray Products

Signatures

By: Franco N. Palomba For: Robert H. Kluge by attached
POA

12/27/2007

__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) Amount of securities beneficially owned at the end of the reporting period reflect 83 shares purchased on September 28, 2007 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
- (3) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/17/01, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
Stock option granted under the Varian Medical Systems, Inc. 1990 Omnibus Stock Plan, which complies with new Rule 16b-3. The
- (4) option vests as follows: one third on 11/15/02, 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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