

VARIAN MEDICAL SYSTEMS INC

Form 4

July 30, 2008

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 *
CHEN TAI-YUN

(Last) (First) (Middle)

**C/O VARIAN MEDICAL
SYSTEMS, INC., 3100 HANSEN
WAY M/S 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
__X__ Officer (give title below) ____ Other (specify below)
VP and Corporate Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/28/2008		M	5,000	A \$ 32.095	21,348	D
Common Stock	07/28/2008		S ⁽¹⁾	200	D \$ 58.5302	21,148	D
Common Stock	07/28/2008		S ⁽¹⁾	400	D \$ 58.56	20,748	D
Common Stock	07/28/2008		S ⁽¹⁾	100	D \$ 58.5602	20,648	D
	07/28/2008		S ⁽¹⁾	500	D \$ 58.74	20,148	D

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Common Stock								
Common Stock	07/28/2008	<u>S(1)</u>	400	D	\$ 58.7401	19,748	D	
Common Stock	07/28/2008	<u>S(1)</u>	500	D	\$ 58.77	19,248	D	
Common Stock	07/28/2008	<u>S(1)</u>	500	D	\$ 58.79	18,748	D	
Common Stock	07/28/2008	<u>S(1)</u>	500	D	\$ 58.8	18,248	D	
Common Stock	07/28/2008	<u>S(1)</u>	400	D	\$ 58.86	17,848	D	
Common Stock	07/28/2008	<u>S(1)</u>	400	D	\$ 58.87	17,448	D	
Common Stock	07/28/2008	<u>S(1)</u>	100	D	\$ 58.8702	17,348	D	
Common Stock	07/28/2008	<u>S(1)</u>	300	D	\$ 58.89	17,048	D	
Common Stock	07/28/2008	<u>S(1)</u>	100	D	\$ 58.9	16,948	D	
Common Stock	07/28/2008	<u>S(1)</u>	500	D	\$ 58.9101	16,448	D	
Common Stock	07/28/2008	<u>S(1)</u>	100	D	\$ 58.96	16,348 <u>(2)</u>	D	
Common Stock						3,022.166	I	By 401K Plan

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

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SEC 1474
(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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 32.095	07/28/2008	M			5,000	<u>(3)</u>	11/11/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHEN TAI-YUN C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY M/S E-327 PALO ALTO, CA 94304	VP and Corporate Controller

Signatures

By: Franco N. Palomba, Attorney in Fact For: Tai-Yun Chen 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.

(2) Amount of securities beneficially owned at the end of the reporting period reflect 325 shares purchased on March 28, 2008 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.

(3) Stock option granted under the Varian Medical Systems, 2000 Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/11/04, 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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