

MARTIN DAVID W JR  
Form 4  
February 22, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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)  
02/17/2006

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)

PALO ALTO, CA 94304-1030

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/17/2006                           |  | M                              |   | 13,108  | A  | \$ 4.5782   |
| Common Stock                    | 02/17/2006                           |  | M                              |   | 21,820  | A  | \$ 5.5  |
| Common Stock                    | 02/17/2006                           |  | M                              |   | 5,072   | A  | \$ 10.2657  |
| Common Stock                    | 02/17/2006                           |  | S                              |   | 36,500  | D  | \$ 60   |

Edgar Filing: MARTIN DAVID W JR - Form 4

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

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

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 Underlying Security (Instr. 3 and 4) |                  |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        |
| Deferred Stock Units                       | (1)  | 02/17/2006                           |  | A                              |   | 2,000  |   | (2)              | (2)             | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 4.5782  | 02/17/2006                           |  | M                              |   | 13,108   |   | (3)              | 04/05/2009      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 5.5   | 02/17/2006                           |  | M                              |   | 21,820   |   | (3)              | 10/04/2009      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 10.2657   | 02/17/2006                           |  | M                              |   | 5,072  |   | (3)              | 02/18/2010      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 60.32   | 02/17/2006                           |  | A                              |   | 12,642   |   | (4)              | 02/17/2016      | Common Stock |

## 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

By: Franco N. Palomba For: David W. Martin by attached  
POA

02/21/2006

\*\*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 17, 2006. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement date.
- (3) Stock granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with Rule 16b-3.
- (4) Stock option granted under the Varian Medical Systems, Inc. 2005 Omnibus Stock Plan, which complies with Rule 16b-3.

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.