

FINNEY ELISHA W
Form 4
November 02, 2012

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 *
FINNEY ELISHA W

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)
10/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP and CFO

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 | 10/31/2012 | | M | | 22,667 | A | \$ 37.17 |
| Common Stock | 10/31/2012 | | S ⁽¹⁾ | | 32,360 | D | \$ 66.7026 |
| Common Stock | 11/01/2012 | | M | | 8,000 | A | \$ 37.17 |
| Common Stock | 11/01/2012 | | S ⁽¹⁾ | | 1,100 | D | \$ 66.85 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------------------|------------|---|----------|
| Common Stock | 11/01/2012 | S ⁽¹⁾ | 1,800 | D | \$ 68.1039 (4) | 28,535 | D | |
| Common Stock | 11/01/2012 | S ⁽¹⁾ | 6,100 | D | \$ 68.6882 (5) | 22,435 (6) | D | |
| Common Stock | | | | | | 22,126 | I | By Trust |

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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non Qualified Stock Option (Right to Buy) | \$ 37.17 | 10/31/2012 | | M | 22,667 | (7) 02/13/2016 | Common Stock | 22,667 |
| Non Qualified Stock Option (Right to Buy) | \$ 37.17 | 11/01/2012 | | M | 8,000 | (7) 02/13/2016 | Common Stock | 8,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Exec
VP and
CFO

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Elisha W.
Finney

11/01/2012

__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) This transaction is pursuant to the filer's SEC Rule 10b5-1 Stock Plan
- (2) The 32,360 shares were sold in multiple transactions executed on the same day at prices ranging from \$66.515 to \$66.92. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 1,100 shares were sold in multiple transactions executed on the same day at prices ranging from \$66.25 to \$67.20. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 1,800 shares were sold in multiple transactions executed on the same day at prices ranging from \$67.48 to \$68.44. The detailed breakdown of executed sales will be furnished upon request.
- (5) The 6,100 shares were sold in multiple transactions executed on the same day at prices ranging from \$68.48 to \$68.81. The detailed breakdown of executed sales will be furnished upon request.
- (6) Amount of securities beneficially owned at the end of the reporting period reflect 207 shares purchased on October 26, 2012 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
- (7) 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. 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.