

VARIAN MEDICAL SYSTEMS INC
 Form 4
 October 03, 2008

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)
10/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Finance 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	10/01/2008		M		10,000	A	\$ 24.375
					43,940		
Common Stock	10/01/2008		S ⁽¹⁾		1,000	D	\$ 56.55
					42,940		
Common Stock	10/01/2008		S ⁽¹⁾		1,000	D	\$ 57.5
					41,940		
Common Stock	10/01/2008		S ⁽¹⁾		1,000	D	\$ 57.53
					40,940		
	10/01/2008		S ⁽¹⁾		400	D	\$ 57.92
					40,540		

Common Stock								
Common Stock	10/01/2008	S ⁽¹⁾	100	D	\$ 57.9202	40,440	D	
Common Stock	10/01/2008	S ⁽¹⁾	4,000	D	\$ 58	36,440	D	
Common Stock	10/01/2008	S ⁽¹⁾	500	D	\$ 58.165	35,940	D	
Common Stock	10/01/2008	S ⁽¹⁾	500	D	\$ 58.17	35,440	D	
Common Stock	10/01/2008	S ⁽¹⁾	1,500	D	\$ 58.2	33,940 ⁽²⁾	D	
Common Stock						31,371	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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 24.375	10/01/2008		M	10,000	⁽³⁾ 11/14/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINNEY ELISHA W C/O VARIAN MEDICAL SYSTEMS			SVP, Finance and	

3100 HANSEN WAY, , MAIL STOP E-327
PALO ALTO, CA 94304-1030

CFO

Signatures

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

10/03/2008

__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 311 shares purchased on September 26, 2008 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
Stock option granted under the Varian Medical Systems, Inc. 1990 Omnibus Stock Plan, which complies with new Rule 16b-3. The
- (3) option vests as follows: one third on 11/14/03, 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.