

KLUGE ROBERT H

Form 4

May 04, 2010

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 *
KLUGE ROBERT H

(Last) (First) (Middle)

C/O VARIAN MEDICAL
SYSTEM, 3100 HANSEN WAY,
MAIL STOP 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)
05/03/2010

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 ____ Other (specify
below) below)
Corp VP; Pres. X-Ray Products

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2010		M	10,000	A \$ 32.095 86,780	D	
Common Stock	05/03/2010		S ⁽¹⁾	3,000	D \$ 56.2785 83,780	D	
Common Stock	05/03/2010		S ⁽¹⁾	7,000	D \$ 56.8634 76,780	D	

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

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 32.095	05/03/2010		M		10,000		<u>(4)</u>	11/11/2013	Common Stock	10,000

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

/s/ John A. Thorson, Attorney in Fact for Robert H.
Kluge

05/04/2010

__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 3,000 shares were sold in multiple transactions on the same day at prices ranging from \$56.07 to \$56.36. The detailed breakdown of executed sales will be furnished upon request.

(3) The 7,000 shares were sold in multiple transactions on the same day at prices ranging from \$56.37 to \$57.28. The detailed breakdown of executed sales will be furnished upon request.

(4) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan which complies with Rule 16(b)-3. The option vests as follows: one third on 11/11/2004, and the remaining shares in equal installments over the 24-month period following the first vesting date.

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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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