VARIAN MEDICAL SYSTEMS INC

Form 4 July 30, 2008

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KUO JOHN W Issuer Symbol VARIAN MEDICAL SYSTEMS (Check all applicable) INC [VAR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O VARIAN MEDICAL 07/28/2008 VP, Gen Counsel and Secretary SYSTEMS, INC., 3100 HANSEN **WAY M/S E-327**

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Street)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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	\$ 39.85	29,287	D	
Common Stock	07/28/2008		M	10,000	A	\$ 37.15	39,287	D	
Common Stock	07/28/2008		S <u>(1)</u>	400	D	\$ 58.4802	38,887	D	
Common Stock	07/28/2008		S <u>(1)</u>	1,500	D	\$ 58.54	37,387	D	
	07/28/2008		S <u>(1)</u>	100	D	\$ 58.56	37,287	D	

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Common Stock								
Common Stock	07/28/2008	S <u>(1)</u>	200	D	\$ 58.5602	37,087	D	
Common Stock	07/28/2008	S(1)	1,300	D	\$ 58.59	35,787	D	
Common Stock	07/28/2008	S <u>(1)</u>	200	D	\$ 58.5902	35,587	D	
Common Stock	07/28/2008	S <u>(1)</u>	700	D	\$ 58.68	34,887	D	
Common Stock	07/28/2008	S <u>(1)</u>	1,400	D	\$ 58.74	33,487	D	
Common Stock	07/28/2008	S <u>(1)</u>	100	D	\$ 58.75	33,387	D	
Common Stock	07/28/2008	S <u>(1)</u>	1,500	D	\$ 58.77	31,887	D	
Common Stock	07/28/2008	S <u>(1)</u>	1,500	D	\$ 58.79	30,387	D	
Common Stock	07/28/2008	S <u>(1)</u>	1,500	D	\$ 58.8	28,887	D	
Common Stock	07/28/2008	S <u>(1)</u>	1,400	D	\$ 58.86	27,487	D	
Common Stock	07/28/2008	S <u>(1)</u>	300	D	\$ 58.88	27,187	D	
Common Stock	07/28/2008	S <u>(1)</u>	1,300	D	\$ 58.9	25,887	D	
Common Stock	07/28/2008	S <u>(1)</u>	900	D	\$ 58.91	24,987	D	
Common Stock	07/28/2008	S <u>(1)</u>	200	D	\$ 58.915	24,787	D	
Common Stock	07/28/2008	S <u>(1)</u>	400	D	\$ 58.92	24,387	D	
Common Stock	07/28/2008	S <u>(1)</u>	100	D	\$ 58.96	24,287 (2)	D	
Common Stock						815.17	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)

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 37.15	07/28/2008		M	10,000	(3)	07/04/2015	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 39.85	07/28/2008		M	5,000	<u>(4)</u>	11/18/2014	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KUO JOHN W C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY M/S E-327 PALO ALTO, CA 94304

VP, Gen Counsel and Secretary

Signatures

John W. Kuo 07/29/2008

**Signature of 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 Rule10b5-1 Stock Plan.
- (2) Amount of securities beneficially owned at the end of the reporting period reflect 466 shares purchased on March 28, 2008 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
- Stock option granted under the Varian Medical Systems, Inc. 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option (3) vests as follows: one third on 07/04/2006, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
- (4) Stock option granted under the Varian Medical Systems, Inc. 2000 Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/18/05, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

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