

VARIAN MEDICAL SYSTEMS INC

Form 4

December 12, 2013

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KENNEDY KOLLEEN T**

(Last) (First) (Middle)

**C/O VARIAN MEDICAL  
SYSTEMS, INC., 3100 HANSEN  
WAY, MAIL STOP E327**

(Street)

**PALO ALTO, CA 94304-1038**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**VARIAN MEDICAL SYSTEMS  
INC [VAR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/11/2013**

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 below) \_\_\_\_ Other (specify below)  
SVP and Pres. Oncology Sys.

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/11/2013                              |                                                             | M                                    | 641                                                                     | A \$ 57.9                                                                                                          | 6,877                                                                   | D                                                                 |
| Common<br>Stock                       | 12/11/2013                              |                                                             | S <sup>(1)</sup>                     | 541                                                                     | D \$<br>77.5424<br><sup>(2)</sup>                                                                                  | 6,336                                                                   | D                                                                 |
| Common<br>Stock                       | 12/11/2013                              |                                                             | S <sup>(1)</sup>                     | 100                                                                     | D \$ 78.54                                                                                                         | 6,236                                                                   | D                                                                 |

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

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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<br>Derivative<br>Security<br>(Instr. 3)      | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Principal<br>Amount of<br>Derivative<br>Security<br>(Instr. 3) |
|----------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------|
|                                                          |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                                   |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 57.9                                                            | 12/11/2013                              |                                                             | M                                    | 641                                                                                                                | <u>(3)</u>                                                     | 11/11/2018         | Common<br>Stock                                                     | 641                                    | \$                                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                                                       | Relationships                     |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------|
|                                                                                                                      | Director 10% Owner Officer Other  |
| KENNEDY KOLLEEN T<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY, MAIL STOP E327<br>PALO ALTO, CA 94304-1038 | SVP and<br>Pres.<br>Oncology Sys. |

## Signatures

/s/ Kimberley E. Honeysett, attorney-in-fact for Kolleen T. Kennedy 12/12/2013

\*\*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 541 shares were sold in multiple transactions executed on the same day at prices ranging from \$77.23 to \$78.15. The detailed breakdown of executed sales will be furnished upon request.

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- Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies
- (3) with Rule 16b-3. The option vests as follows: one third on 11/11/2012, 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.

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