

BISCHOPING GARY E JR

Form 4

February 20, 2019

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 *
BISCHOPING GARY E JR

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)
02/15/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Finance & CFO

C/O VARIAN MEDICAL
SYSTEMS, INC., 3100 HANSEN
WAY, MS E327

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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)

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 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)
Common Stock	02/15/2019		M	916	A	1,916	D
Common Stock	02/15/2019		F	333	D	\$ 132.74 (2)	1,583
Common Stock	02/15/2019		S(3)	200	D	\$ 131.34 (4)	1,383
Common	02/15/2019		S(3)	100	D	\$ 132.4	1,283

Stock

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 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)		8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/15/2019		M	916	(5)	(5)	Common Stock	916	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BISCHOPING GARY E JR C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, MS E327 PALO ALTO, CA 94304	SVP, Finance & CFO

Signatures

/s/ Michael B.Dunn, attorney-in-fact for Gary E.
Bischoping, Jr.

02/20/2019

__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) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.

(2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.

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- (3) This transaction is pursuant to the filer's SEC Rule10b5-1 Stock Plan
- (4) The 200 shares were sold in multiple transactions executed on the same day at prices ranging from \$131.27 to \$131.41. The detailed breakdown of executed sales will be furnished upon request.
- (5) The restricted stock units vest in three equal installments on May 18, 2018, May 18, 2019, and May 18, 2020. Vested Shares will be delivered to the reporting person on vest 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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