

Milliken Darren J.
Form 4
December 10, 2009

FORM 4

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

OMB APPROVAL

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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 *
Milliken Darren J.

(Last) (First) (Middle)
1310 CHESAPEAKE TERRACE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACCURAY INC [ARAY]

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/08/2009 | | M | | 15,600 | A | \$ 1.75 27,077 |
| Common Stock | 12/08/2009 | | S | | 15,600 | D | \$ 5.3591 11,477 (1) |
| Common Stock | 12/09/2009 | | M | | 24,400 | A | \$ 1.75 35,877 |
| Common Stock | 12/09/2009 | | S | | 24,400 | D | \$ 5.6389 11,477 (2) |

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

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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 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 1.75 | 12/08/2009 | | M | 15,600 | (3) | | 05/18/2014 | | Common Stock | 15,600 |
| Incentive Stock Option (right to buy) | \$ 1.75 | 12/09/2009 | | M | 24,400 | (3) | | 05/18/2014 | | Common Stock | 24,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Milliken Darren J. 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089 | | | SVP General Counsel | |

Signatures

By: Lori Serrano For: Darren J. Milliken 12/10/2009
 **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).

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(1) A total of 15,600 shares were sold at an average sale price of \$5.359121 per share. The actual sale price for the shares was: 3,000 shares at \$5.39; 4,891 shares at \$5.40; 91 shares at \$5.34; 900 shares at \$5.30; 1,600 shares at \$5.32; 218 shares at \$5.33; 1,800 shares at \$5.35; 3,100 shares at \$5.31.

(2) A total of 24,400 shares were sold at an average sale price of \$5.638938 per share. The actual sale price for the shares was: 1,100 shares at \$5.64; 100 shares at \$5.62; 100 shares at \$5.6425; 11,700 shares at \$5.63; 3,969 shares at \$5.67; 5,000 shares at \$5.65; 331 shares at \$5.60; 2,100 shares at \$5.61.

(3) The options are exercisable as they vest. A total of 25% of the entire number of shares subject to this stock option becomes vested and fully exercisable on the first anniversary of the vesting commencement date and the remaining shares subject to this stock option vest and become exercisable in equal monthly installments, ratably over the following 36 months.

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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