

VARIAN MEDICAL SYSTEMS INC
 Form 4
 February 11, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LARET MARK R

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)
 C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MAIL STOP E327
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

PALO ALTO, CA 94304-1038
 (City) (State) (Zip)

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

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 | 02/10/2015 | | M | | 5,000 | A | \$ 37.17 | 5,000 | D | Indirect Beneficial Ownership |
| Common Stock | 02/10/2015 | | M | | 5,000 | A | \$ 47.58 | 10,000 | D | Indirect Beneficial Ownership |
| Common Stock | 02/10/2015 | | S | | 10,000 | D | \$ 92.3156 (1) | 0 | D | Indirect Beneficial Ownership |
| Common Stock | 02/10/2015 | | M | | 1,545 | A | \$ 0 | 1,545 | D | Indirect Beneficial Ownership |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non Qualified Stock Option (Right to Buy) | \$ 37.17 | 02/10/2015 | | M | 5,000 | 02/13/2009 ⁽²⁾ 02/13/2016 | Common Stock | 5,000 |
| Non Qualified Stock Option (Right to Buy) | \$ 47.58 | 02/10/2015 | | M | 5,000 | 02/12/2010 ⁽³⁾ 02/12/2017 | Common Stock | 5,000 |
| Deferred Stock Units | ⁽⁴⁾ | 02/10/2015 | | M | 1,545 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 1,545 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LARET MARK R
C/O VARIAN MEDICAL SYSTEMS, INC.
3100 HANSEN WAY, MAIL STOP E327
PALO ALTO, CA 94304-1038

X

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Mark R.

Laret

02/11/2015

__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) The 10,000 shares were sold in multiple transactions executed on the same day at prices ranging from \$92.27 to \$92.44. The detailed breakdown of executed sales will be furnished upon request.
- (2) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.
- (3) Stock option granted under the Varian Medical Systems, Inc. Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.
- (4) Each Deferred Stock Unit represents the right to receive one share of VAR common stock.
- (5) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 10, 2012. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement 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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