

KENNEDY KOLLEEN T

Form 4

March 12, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
03/08/2019

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)
Pres. Proton Solutions, CGO

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 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	03/08/2019		M ⁽¹⁾		543	A	\$ 112.82 27,441
Common Stock	03/08/2019 ⁽²⁾		S ⁽¹⁾		543	D	\$ 131.6896 26,898
Common Stock	03/11/2019		M ⁽¹⁾		700	A	\$ 80.4 27,598
Common Stock	03/11/2019		S ⁽¹⁾		700	D	\$ 133.9443 26,898

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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)	8. P Deri Secu (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 112.82	03/08/2019		M ⁽¹⁾	543	⁽⁴⁾	02/08/2025	Common Stock	543
Non Qualified Stock Option (Right to Buy)	\$ 80.4	03/11/2019		M ⁽¹⁾	700	⁽⁵⁾	02/10/2024	Common Stock	700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KENNEDY KOLLEEN T
C/O VARIAN MEDICAL SYSTEMS, INC.
3100 HANSEN WAY, MAIL STOP E327
PALO ALTO, CA 94304-1038

Pres. Proton Solutions, CGO

Signatures

/s/ Michael B. Dunn, attorney-in-fact for Kolleen
Kennedy

03/12/2019

__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) This transaction is pursuant to the filer's SEC Rule10b5-1 Stock Plan

(2) The 543 shares were sold in multiple transactions executed on the same day at prices ranging from \$131.47 to \$132.35. The detailed breakdown of executed sales will be furnished upon request.

(3) The 700 shares were sold in multiple transactions executed on the same day at prices ranging from \$133.59 to \$134.32. The detailed breakdown of executed sales will be furnished upon request.

(4) Stock option granted under the Varian Medical Systems, Inc. Fifth Amended and Restated 2005 Omnibus Stock Plan which complies with Rule 16b-3. The option vests as follows: one third on February 8, 2019, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

(5) Stock option granted under the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan which complies with Rule 16b-3. The option vests as follows: one third on 2/10/2018, 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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