

KUO JOHN W
Form 4
April 17, 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 *
KUO JOHN W

(Last) (First) (Middle)

**C/O VARIAN MEDICAL
SYSTEMS, INC., 3100 HANSEN
WAY M/S E-327**

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2019

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)
SVP, Gen Counsel and Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/15/2019		M ⁽¹⁾		1,470	A	\$ 81.97	38,326	D	
Common Stock	04/15/2019		S ⁽¹⁾		1,470	D	\$ 140.896 ⁽²⁾	36,856	D	
Common Stock	04/15/2019		M ⁽¹⁾		2,592	A	\$ 67.12	39,448	D	
Common Stock	04/15/2019		S ⁽¹⁾		2,492	D	\$ 140.8525 ⁽³⁾	36,956	D	

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Common Stock	04/15/2019	S ⁽¹⁾	100	D	\$ 141.58	36,856	D
Common Stock	04/15/2019	M ⁽¹⁾	2,328	A	\$ 80.4	39,184	D
Common Stock	04/15/2019	S ⁽¹⁾	2,328	D	\$ <u>(4)</u> 140.8693	36,856	D
Common Stock	04/15/2019	S ⁽¹⁾	1,981	D	\$ <u>(5)</u> 140.8731	34,875	D
Common Stock	04/16/2019	M ⁽¹⁾	4,888	A	\$ 112.82	39,763	D
Common Stock	04/16/2019	S ⁽¹⁾	4,888	D	\$ 142	34,875	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 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 (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. Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 81.97	04/15/2019		M ⁽¹⁾	1,470	<u>(6)</u> 02/13/2022	Common Stock	1,470
Non Qualified Stock Option (Right to	\$ 67.12	04/15/2019		M ⁽¹⁾	2,592	<u>(7)</u> 02/12/2023	Common Stock	2,592

Buy)

Non
Qualified

Stock Option (Right to Buy)	\$ 80.4	04/15/2019	M ⁽¹⁾	2,328	⁽⁸⁾	02/10/2024	Common Stock	2,328
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Non
Qualified

Stock Option (Right to Buy)	\$ 112.82	04/16/2019	M ⁽¹⁾	4,888	⁽⁹⁾	02/08/2025	Common Stock	4,888
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KUO JOHN W
C/O VARIAN MEDICAL SYSTEMS, INC.
3100 HANSEN WAY M/S E-327
PALO ALTO, CA 94304

SVP, Gen Counsel and Secretary

Signatures

/s/ Michael B. Dunn, attorney-in-fact for John
W. Kuo

04/17/2019

 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 Rule 10b5-1 Stock Plan.

(2) The 1,470 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.56 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(3) The 2,492 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.56 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(4) The 2,328 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.55 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(5) The 1,981 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.56 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(6) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 2/13/2016, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

(7) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies with Rule 16b-3. The option vests as follows: one third on 2/12/2017, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

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- (8) 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.

- (9) 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.

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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