

VARIAN MEDICAL SYSTEMS INC
 Form 4
 August 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
VERHOEF CLARENCE R

(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)
08/01/2016

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, Finance, Corp Controller

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/01/2016 | | M ⁽¹⁾ | | 2,500 | A | \$ 50.52 |
| | | | | | | | 8,616 |
| Common Stock | 08/01/2016 | | S ⁽¹⁾ | | 2,500 | D | \$ 94.8784 |
| | | | | | | | 6,116 |
| Common Stock | 08/01/2016 | | M ⁽¹⁾ | | 5,000 | A | \$ 50.52 |
| | | | | | | | 11,116 |
| Common Stock | 08/01/2016 | | S ⁽¹⁾ | | 5,000 | D | \$ 94.8876 |
| | | | | | | | 6,116 |

| | | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|----------------------|------------------|---|----------|
| Common Stock | 08/01/2016 | | <u>S</u> ⁽¹⁾ | 1,983 | D | <u>\$</u> 94.8675 | 4,133 <u>(5)</u> | D | |
| Common Stock | | | | | | | 0 | I | By Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (Right to Buy) | \$ 50.52 | 08/01/2016 | | <u>M</u> ⁽¹⁾ | 2,500 | 10/02/2009 ⁽⁶⁾ 10/02/2016 | Common Stock 2 |
| Non-qualified Stock Option (Right to Buy) | \$ 50.52 | 08/01/2016 | | <u>M</u> ⁽¹⁾ | 5,000 | 10/02/2009 ⁽⁶⁾ 10/02/2016 | Common Stock 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VERHOEF CLARENCE R C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, MAIL STOP E327 PALO ALTO, CA 94304-1038 | | | SVP, Finance, Corp Controller | |

Signatures

/s/ Kimberley E. Honeysett, attorney-in-fact for Clarence R.
Verhoef

08/03/2016

__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 2,500 shares were sold in multiple transactions executed on the same day at prices ranging from \$94.55 to \$95.25. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 5,000 shares were sold in multiple transactions executed on the same day at prices ranging from \$94.46 to \$95.35. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 1,983 shares were sold in multiple transactions executed on the same day at prices ranging from \$94.56 to \$95.25. The detailed breakdown of executed sales will be furnished upon request.
- (5) Amount of securities beneficially owned at end of reporting period reflect 171 shares purchased on April 29, 2016 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
- (6) Stock option granted under the Varian Medical Systems, Inc. Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.