

BROWN JOHN SEELY
Form 4
February 13, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN JOHN SEELY

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, 3100 HANSEN WAY,
MAIL STOP E-327**

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2012

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

(Street)

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

PALO ALTO, CA 94304-1030

(City) (State) (Zip)

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	02/13/2012		M		2,691	A	\$ 0 11,592

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 64.73	02/10/2012		A	5,000	02/10/2012 ⁽¹⁾ 02/10/2019	Common Stock	5,000
Deferred Stock Units	⁽²⁾	02/10/2012		A	1,545	⁽³⁾ ⁽³⁾	Common Stock	1,545
Deferred Stock Units	⁽²⁾	02/13/2012		M	2,691	⁽⁴⁾ ⁽⁴⁾	Common Stock	2,691

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROWN JOHN SEELY C/O VARIAN MEDICAL SYSTEMS 3100 HANSEN WAY, MAIL STOP E-327 PALO ALTO, CA 94304-1030	X

Signatures

/s/ John W. Kuo, Attorney in Fact for John Seely Brown 02/13/2012

**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) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.
- (2) Each Deferred Stock Unit represents the right to receive one share of VAR common stock.
- (3) 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.
- (4)

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The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 13, 2009. 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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