

NAUMANN-ETIENNE RUEDIGER

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 \*  
NAUMANN-ETIENNE RUEDIGER

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

(Street)

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

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

PALO ALTO, CA 94304

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/13/2012                              |                                                             | M                                       |                                                                            | 2,691                                                                                                              | A                                                                    | \$ 0 3,691                                                        |

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<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                          |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                           | Date Exercisable Expiration Date                               | Title Amount or Number of Shares                               |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 64.73                                                              | 02/10/2012                              |                                                             | A                                       | 5,000                                                                                                     | 02/10/2012 <sup>(1)</sup> 02/10/2019                           | Common<br>Stock 5,000                                          |
| Deferred<br>Stock<br>Units                               | <sup>(2)</sup>                                                        | 02/10/2012                              |                                                             | A                                       | 1,545                                                                                                     | <sup>(3)</sup> <sup>(3)</sup>                                  | Common<br>Stock 1,545                                          |
| Deferred<br>Stock<br>Units                               | <sup>(2)</sup>                                                        | 02/13/2012                              |                                                             | M                                       | 2,691                                                                                                     | <sup>(4)</sup> <sup>(4)</sup>                                  | Common<br>Stock 2,691                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                                    | Relationships                    |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                   | Director 10% Owner Officer Other |
| NAUMANN-ETIENNE RUEDIGER<br>C/O VARIAN MEDICAL SYSTEMS<br>3100 HANSEN WAY, MAIL STOP E-327<br>PALO ALTO, CA 94304 | X                                |

## Signatures

/s/ John W. Kuo, Attorney in Fact for Ruediger  
Naumann-Etienne 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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