

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 February 17, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**FINNEY ELISHA W**

(Last) (First) (Middle)

C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, ,  
 MAIL STOP E-327

(Street)

PALO ALTO, CA 94304-1030

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2016

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)  
 Exec VP and CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/16/2016		M		2,124 A \$ 0 <sup>(1)</sup>	7,135	D
Common Stock	02/16/2016		M		1,799 A \$ 0 <sup>(1)</sup>	8,934	D
Common Stock	02/16/2016		F		1,469 <sup>(2)</sup> D \$ 78.03	7,465	D
Common Stock	02/17/2016		S <sup>(3)</sup>		2,454 D \$ 78.5932 <sup>(4)</sup>	5,011	D

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Common Stock 22,126 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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 75.86	02/12/2016		A	30,724	(5) 02/12/2023	Common Stock	30,724	
Restricted Stock Units	(1)	02/12/2016		A	3,164	(6) (6)	Common Stock	3,164	
Restricted Stock Units	(1)	02/16/2016		M	2,124	(7) (7)	Common Stock	2,124	
Restricted Stock Units	(1)	02/16/2016		M	1,799	(8) (8)	Common Stock	1,799	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FINNEY ELISHA W  
 C/O VARIAN MEDICAL SYSTEMS  
 3100 HANSEN WAY, , MAIL STOP E-327  
 PALO ALTO, CA 94304-1030

Exec  
 VP and  
 CFO

## Signatures

/s/ Franco N. Palomba, Attorney in Fact for Elisha W.  
Finney

02/17/2016

\_\_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) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (3) This transaction is pursuant to the filer's SEC Rule 10b5-1 Stock Plan
- (4) The 2,454 shares were sold in multiple transactions executed on the same day at prices ranging from \$78.14 to \$78.81. The detailed breakdown of executed sales will be furnished upon request.

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.

- (6) The restricted stock units vest in three equal installments on February 15, 2017, February 15, 2018, and February 15, 2019. Vested shares will be delivered to the reporting person on vest date.
- (7) The restricted stock units vest in three equal installments on February 15, 2015, February 15, 2016, and February 15, 2017. Vested shares will be delivered to the reporting person on vest date.
- (8) The restricted stock units vest in three equal installments on February 15, 2016, February 15, 2017, and February 15, 2018. Vested shares will be delivered to the reporting person on vest 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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