

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 August 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 THYAGARAJAN  
 VENKATRAMAN

(Last) (First) (Middle)

C/O VARIAN MEDICAL  
 SYSTEMS, INC., 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)  
 08/22/2016

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/22/2016		M		1,912	A	\$ 0
Common Stock	08/22/2016		M		1,727	A	\$ 0
Common Stock	08/22/2016		M		2,109	A	\$ 0
Common Stock	08/22/2016		F		712 <sup>(1)</sup>	D	\$ 95.22
							9,062
							10,789
							12,898
							12,186

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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 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)	8. Price or Derivative Security (Instr. 3)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(2)</u>	08/22/2016		M	1,912	<u>(3)</u>	<u>(3)</u>	Common Stock	1,912	\$			
Deferred Stock Units	<u>(2)</u>	08/22/2016		M	1,727	<u>(4)</u>	<u>(4)</u>	Common Stock	1,727	\$			
Deferred Stock Units	<u>(2)</u>	08/22/2016		M	2,109	<u>(5)</u>	<u>(5)</u>	Common Stock	2,109	\$			

## Reporting Owners

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

## Signatures

/s/ Franco N. Palomba, attorney-in-fact for Venkatraman Thyagarajan	08/23/2016
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         \*\*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) Represents shares withheld from settlement of deferred stock units for the payment of federal taxes due on settlement.
- (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 21, 2014. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement date.
- (4) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 13, 2015. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement date.
- (5) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 12, 2016. 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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