

VARIAN MEDICAL SYSTEMS INC
 Form 4
 July 11, 2017

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 *
WILSON DOW R

(Last) (First) (Middle)

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, M/S E-327

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/10/2017

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)
 President and CEO

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V Amount | | |
| Common Stock | 07/10/2017 | | M ⁽¹⁾ | A | 15,060 ⁽²⁾ | \$ 51.23 ⁽²⁾ | 81,836 D |
| Common Stock | 07/10/2017 | | S ⁽¹⁾ | D | 14,060 | \$ 103.3402 ⁽³⁾ | 67,776 D |
| Common Stock | 07/10/2017 | | S ⁽¹⁾ | D | 1,000 | \$ 103.738 ⁽⁴⁾ | 66,776 ⁽⁵⁾ D |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non Qualified Stock Option (Right to Buy) | \$ 51.23 (2) | 07/10/2017 | | M(1) | 15,060 (2) | (6) 11/11/2018 | Common Stock | 15,060 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON DOW R C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, M/S E-327 PALO ALTO, CA 94304 | X | | President and CEO | |

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Dow R.
Wilson

07/11/2017

__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.

The stock options were adjusted pursuant to the Employee Matters Agreement between Varian Medical Systems, Inc. ("Varian") and Varex Imaging Corporation ("Varex") relating to the January 28, 2017 distribution by Varian to its stockholders of all of the outstanding (2) shares of the common stock of Varex. Stock options that were outstanding at the time of the distribution were adjusted by multiplying the number of shares subject thereto by 1.1303 and rounding down to the nearest whole share, and dividing the per share exercise price by 1.1303 and rounding up to the nearest cent.

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- (3) The 14,060 shares were sold in multiple transactions executed on the same day at prices ranging from \$102.70 to \$103.69. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 1,000 shares were sold in multiple transactions executed on the same day at prices ranging from \$103.70 to \$103.85. The detailed breakdown of executed sales will be furnished upon request.
- (5) Amount of securities beneficially owned at end of reporting period reflect 311 shares purchased on April 28, 2017 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.

Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies
- (6) with Rule 16b-3. The option vests as follows: one third on 11/11/2012, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

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.