

VARIAN MEDICAL SYSTEMS INC

Form 4

August 12, 2008

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

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(Print or Type Responses)

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

(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)
08/11/2008

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/11/2008		M		5,000	A	\$ 19.895	8,000	D
Common Stock	08/11/2008		M		3,258	A	\$ 21.495	11,258	D
Common Stock	08/11/2008		M		25,598	A	\$ 25.015	36,856	D
Common Stock	08/11/2008		S		5,600	D	\$ 63.17	31,256	D
	08/11/2008		S		100	D	\$ 63.18	31,156	D

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Common Stock							
Common Stock	08/11/2008	S	12,000	D	\$ 63.2	19,156	D
Common Stock	08/11/2008	S	7,456	D	\$ 63.21	11,700	D
Common Stock	08/11/2008	S	2,300	D	\$ 63.22	9,400	D
Common Stock	08/11/2008	S	1,100	D	\$ 63.23	8,300	D
Common Stock	08/11/2008	S	1,000	D	\$ 63.24	7,300	D
Common Stock	08/11/2008	S	500	D	\$ 63.25	6,800	D
Common Stock	08/11/2008	S	300	D	\$ 63.26	6,500	D
Common Stock	08/11/2008	S	100	D	\$ 63.3	6,400	D
Common Stock	08/11/2008	S	1,100	D	\$ 63.32	5,300	D
Common Stock	08/11/2008	S	100	D	\$ 63.33	5,200	D
Common Stock	08/11/2008	S	1,200	D	\$ 63.34	4,000	D
Common Stock	08/11/2008	S	1,000	D	\$ 63.35	3,000	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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)		Title

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					Date Exercisable	Expiration Date		Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 19.895	08/11/2008	M	5,000	(1)	02/15/2012	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 21.495	08/11/2008	M	3,258	(1)	09/30/2012	Common Stock	3,2
Non-Qualified Stock Option (right to buy)	\$ 25.015	08/11/2008	M	25,598	(1)	02/14/2013	Common Stock	25,5

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

By: Franco N. Palomba, Attorney in Fact For: John Seely Brown 08/12/2008

__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. Omnibus Stock Plan, which complies with Rule 16b-3.

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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