

VARIAN MEDICAL SYSTEMS INC
 Form 4
 November 24, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 VERHOEF CLARENCE R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Finance, Corp Controller

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MAIL STOP E327

(Street)

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

PALO ALTO, CA 94304-1038

(City) (State) (Zip)

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	(A) or (D) Amount Price		
Common Stock	11/21/2014		M		1,181 A (1) 2,282	D	
Common Stock	11/21/2014		M		646 A (1) 2,928	D	
Common Stock	11/21/2014		M		1,346 A (1) 4,274	D	
Common Stock	11/21/2014		F		1,190 (2) D \$ 87.75 3,084 (3)	D	

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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)	8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/21/2014		M	1,181	<u>(4)</u>	<u>(4)</u>	Common Stock	1,181
Restricted Stock Units	<u>(1)</u>	11/21/2014		M	646	<u>(5)</u>	<u>(5)</u>	Common Stock	646
Restricted Stock Units	<u>(1)</u>	11/21/2014		M	1,346	<u>(6)</u>	<u>(6)</u>	Common Stock	1,346

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VERHOEF CLARENCE R
C/O VARIAN MEDICAL SYSTEMS, INC.
3100 HANSEN WAY, MAIL STOP E327
PALO ALTO, CA 94304-1038

SVP, Finance, Corp Controller

Signatures

/s/ Franco N. Palomba, attorney-in-fact for Clarence R. Verhoef

11/24/2014

__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) Amount of securities beneficially owned at end of reporting period reflect 239 shares purchased on April 25, 2014 and 94 shares purchased on October 24, 2014 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
- (4) The restricted stock units vest in three equal installments on November 21, 2012, November 21, 2013, and November 21, 2014. Vested Shares will be delivered to the reporting person on vest date.
- (5) The restricted stock units vest in three equal installments on November 21, 2013, November 21, 2014, and November 21, 2015. Vested shares will be delivered to the reporting person on vest date.
- (6) The restricted stock units vest in three equal installments on November 21, 2014, November 21, 2015, and November 21, 2016. 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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