

Milliken Darren J.  
Form 4  
December 10, 2009

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
Milliken Darren J.

2. Issuer Name and Ticker or Trading Symbol  
ACCURAY INC [ARAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1310 CHESAPEAKE TERRACE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP General Counsel

SUNNYVALE, CA 94089

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

(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	Amount	(A) or (D)	Price
Common Stock	12/08/2009		M		15,600	A	\$ 1.75
							27,077
Common Stock	12/08/2009		S		15,600	D	\$ 5.3591
							11,477
Common Stock	12/09/2009		M		24,400	A	\$ 1.75
							35,877
Common Stock	12/09/2009		S		24,400	D	\$ 5.6389
							11,477



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(1) A total of 15,600 shares were sold at an average sale price of \$5.359121 per share. The actual sale price for the shares was: 3,000 shares at \$5.39; 4,891 shares at \$5.40; 91 shares at \$5.34; 900 shares at \$5.30; 1,600 shares at \$5.32; 218 shares at \$5.33; 1,800 shares at \$5.35; 3,100 shares at \$5.31.

(2) A total of 24,400 shares were sold at an average sale price of \$5.638938 per share. The actual sale price for the shares was: 1,100 shares at \$5.64; 100 shares at \$5.62; 100 shares at \$5.6425; 11,700 shares at \$5.63; 3,969 shares at \$5.67; 5,000 shares at \$5.65; 331 shares at \$5.60; 2,100 shares at \$5.61.

(3) The options are exercisable as they vest. A total of 25% of the entire number of shares subject to this stock option becomes vested and fully exercisable on the first anniversary of the vesting commencement date and the remaining shares subject to this stock option vest and become exercisable in equal monthly installments, ratably over the following 36 months.

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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