

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 February 17, 2016

**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 \*  
 FINNEY ELISHA W

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)  
 C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, , MAIL STOP E-327  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec VP and CFO

PALO ALTO, CA 94304-1030  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 02/16/2016                           |  | M                              |   | 2,124   | A  | \$ 0 <sup>(1)</sup>                        |
| Common Stock                    | 02/16/2016                           |  | M                              |   | 1,799   | A  | \$ 0 <sup>(1)</sup>                        |
| Common Stock                    | 02/16/2016                           |  | F                              |   | 1,469 <sub>(2)</sub>  | D  | \$ 78.03                                   |
| Common Stock                    | 02/17/2016                           |  | S <sup>(3)</sup>               |   | 2,454   | D  | \$ 78.5932 <sub>(4)</sub>                  |

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Common Stock 22,126 I By Trust

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

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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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Non Qualified Stock Option (Right to Buy)  | \$ 75.86   | 02/12/2016                           |  | A                              | 30,724  | (5) 02/12/2023   | Common Stock  | 30,724                     |                            |
| Restricted Stock Units                     | (1)  | 02/12/2016                           |  | A                              | 3,164   | (6) (6)  | Common Stock  | 3,164                      |                            |
| Restricted Stock Units                     | (1)  | 02/16/2016                           |  | M                              | 2,124   | (7) (7)  | Common Stock  | 2,124                      |                            |
| Restricted Stock Units                     | (1)  | 02/16/2016                           |  | M                              | 1,799   | (8) (8)  | Common Stock  | 1,799                      |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FINNEY ELISHA W  
C/O VARIAN MEDICAL SYSTEMS  
3100 HANSEN WAY, , MAIL STOP E-327  
PALO ALTO, CA 94304-1030

Exec  
VP and  
CFO

## Signatures

/s/ Franco N. Palomba, Attorney in Fact for Elisha W.  
Finney

02/17/2016

\_\_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) This transaction is pursuant to the filer's SEC Rule 10b5-1 Stock Plan
- (4) The 2,454 shares were sold in multiple transactions executed on the same day at prices ranging from \$78.14 to \$78.81. The detailed breakdown of executed sales will be furnished upon request.

- Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies
- (5) with Rule 16b-3. The option vests as follows: one third on 2/12/2017, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
  - (6) The restricted stock units vest in three equal installments on February 15, 2017, February 15, 2018, and February 15, 2019. Vested shares will be delivered to the reporting person on vest date.
  - (7) The restricted stock units vest in three equal installments on February 15, 2015, February 15, 2016, and February 15, 2017. Vested shares will be delivered to the reporting person on vest date.
  - (8) The restricted stock units vest in three equal installments on February 15, 2016, February 15, 2017, and February 15, 2018. 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. 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.