WILSON DOW R Form 4

November 20, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * WILSON DOW R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

VARIAN MEDICAL SYSTEMS INC [VAR]

(Check all applicable)

President and CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 11/16/2018

X Director 10% Owner X_ Officer (give title _ Other (specify below)

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN

(Street)

WAY, M/S E-327

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PALO ALTO, CA 94304

| (City) | (State) | (Zip) Tab | le I - No | n-I | Derivative (| Secur | ities Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|------------------------------------|-----|--|---------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transac Code (Instr. 8 | | 4. Securit nor Dispos (Instr. 3, 4 | ed of (| ` ′ | 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) |
| Common Stock | 11/16/2018 | | A | · | 17,052 (1) | A | \$ 0 | 92,649 | D | |
| Common Stock | 11/16/2018 | | F | | 8,454 (2) | D | \$ 118.76 | 84,195 | D | |
| Common Stock | 11/16/2018 | | A | | 18,632 (3) | A | \$0 | 102,827 | D | |
| Common Stock | 11/16/2018 | | F | | 9,237 (2) | D | \$ 118.76 | 93,590 | D | |
| | 11/16/2018 | | G | V | 15,000 | D | \$0 | 78,590 <u>(4)</u> | D | |

Common Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|----------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | ionNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date | Expiration | | or Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| WILSON DOW R | | | | | | |

X

C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, M/S E-327 PALO ALTO, CA 94304

President and CEO

Signatures

/s/ Siang Chin, Attorney in Fact for Dow R. 11/19/2018 Wilson

> **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) Represents shares issued upon settlement of performance-based unit award (PSUs) granted on February 12, 2016.
- (2) Represents shares withheld from vested PSUs for the payment of federal, state and payroll taxes due on settlement.
- Represents shares issued upon settlement of performance-based unit award (PSUs) granted on November 30, 2015.

Reporting Owners 2

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(4) Amount of securities beneficially owned at end of reporting period reflect 241 shares purchased on April 27, 2018 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.

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.