

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 February 18, 2015

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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**  
  
 (Last) (First) (Middle)  
 C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, ,  
 MAIL STOP E-327

2. Issuer Name and Ticker or Trading Symbol  
**VARIAN MEDICAL SYSTEMS INC [VAR]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Exec VP and CFO

(Street)  
 PALO ALTO, CA 94304-1030

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2015

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	02/17/2015		M			2,124	A	\$ 0 <sup>(1)</sup>	6,795	D	
Common Stock	02/17/2015		F			798 <sup>(2)</sup>	D	\$ 92.86	5,997	D	
Common Stock									22,126	I	By Trust

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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 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
Restricted Stock Units	(1)	02/13/2015		A	5,397	(3) (3)	Common Stock	5,397
Non Qualified Stock Option (Right to Buy)	\$ 92.65	02/13/2015		A	26,983	(4) 02/13/2022	Common Stock	26,983
Restricted Stock Units	(1)	02/17/2015		M	2,124	(5) (5)	Common Stock	2,124

## 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

02/18/2015

\_\_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.

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- (2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (3) 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.  
  
Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies
- (4) with Rule 16b-3. The option vests as follows: one third on 2/13/2016, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
- (5) 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.

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.