

KENNEDY KOLLEEN T
Form 4
January 30, 2019

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 *
KENNEDY KOLLEEN T

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)
01/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Pres. Oncology Sys.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/28/2019		M ⁽¹⁾	7,900 A \$ 67.12	34,798	D	
Common Stock	01/28/2019		S ⁽¹⁾	7,900 D \$ 129.8875	26,898	D	
Common Stock	01/28/2019		M ⁽¹⁾	5,155 A \$ 67.12	32,053	D	
Common Stock	01/28/2019		S ⁽¹⁾	5,155 D \$ 130.5622	26,898	D	

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(3)

Common Stock	01/28/2019		M ⁽¹⁾	5,593	A	\$ 80.4	32,491	D
Common Stock	01/28/2019		S ⁽¹⁾	5,593	D	\$ 131.0877	26,898	D
Common Stock	01/28/2019		M ⁽⁵⁾	932	A	\$ 81.97	27,830	D
Common Stock	01/28/2019		S ⁽¹⁾	932	D	\$ 131.3401	26,898	D

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 (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. Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 67.12	01/28/2019		M ⁽¹⁾	7,900	⁽⁷⁾ 02/12/2023	Common Stock	7,900
Non Qualified Stock Option (Right to Buy)	\$ 67.12	01/28/2019		M ⁽¹⁾	5,155	⁽⁷⁾ 02/12/2023	Common Stock	5,155
Non Qualified	\$ 80.4	01/28/2019		M ⁽¹⁾	5,593	⁽⁸⁾ 02/10/2024	Common Stock	5,593

<p>Stock Option (Right to Buy) Non Qualified Stock Option (Right to Buy)</p>	<p>\$ 81.97 01/28/2019</p>	<p>M⁽⁵⁾</p>	<p>932</p>	<p><u>(9)</u></p>	<p>02/13/2022</p>	<p>Common Stock</p>	<p>932</p>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<p>KENNEDY KOLLEEN T C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, MAIL STOP E327 PALO ALTO, CA 94304-1038</p>				<p>EVP and Pres. Oncology Sys.</p>

Signatures

<p>/s/ Michael B. Dunn, attorney-in-fact for Kolleen Kennedy</p>	<p>01/30/2019</p>
<p>**Signature of Reporting Person</p>	<p>Date</p>

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) This transaction is pursuant to the filer's SEC Rule10b5-1 Stock Plan
- (2) The 7,900 shares were sold in multiple transactions executed on the same day at prices ranging from \$129.37 to \$130.36. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 5,155 shares were sold in multiple transactions executed on the same day at prices ranging from \$130.38 to \$130.8950. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 5,593 shares were sold in multiple transactions executed on the same day at prices ranging from \$130.895 to \$131.28. The detailed breakdown of executed sales will be furnished upon request.
- (5) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (6) The 932 shares were sold in multiple transactions executed on the same day at prices ranging from \$131.28 to \$131.41. The detailed breakdown of executed sales will be furnished upon request.
- (7) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies 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.
- (8) Stock option granted under the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan which complies with Rule 16b-3. The option vests as follows: one third on 2/10/2018, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
- (9) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies 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.

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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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