

VARIAN MEDICAL SYSTEMS INC
 Form 4
 July 30, 2008

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 *
 CHEN TAI-YUN

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)
 VP and Corporate Controller

(Last) (First) (Middle)
 C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY M/S E-327
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2008

PALO ALTO, CA 94304
 (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 or Price | | |
| Common Stock | 07/28/2008 | | M | | 5,000 A \$ 32.095 | 21,348 | D |
| Common Stock | 07/28/2008 | | S(1) | | 200 D \$ 58.5302 | 21,148 | D |
| Common Stock | 07/28/2008 | | S(1) | | 400 D \$ 58.56 | 20,748 | D |
| Common Stock | 07/28/2008 | | S(1) | | 100 D \$ 58.5602 | 20,648 | D |
| | 07/28/2008 | | S(1) | | 500 D \$ 58.74 | 20,148 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-----|---|------------|-----------------------|---|--------------|
| Common Stock | | | | | | | | | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 400 | D | \$ 58.7401 | 19,748 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 500 | D | \$ 58.77 | 19,248 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 500 | D | \$ 58.79 | 18,748 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 500 | D | \$ 58.8 | 18,248 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 400 | D | \$ 58.86 | 17,848 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 400 | D | \$ 58.87 | 17,448 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 100 | D | \$ 58.8702 | 17,348 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 300 | D | \$ 58.89 | 17,048 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 100 | D | \$ 58.9 | 16,948 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 500 | D | \$ 58.9101 | 16,448 | D | |
| Common Stock | 07/28/2008 | | S ⁽¹⁾ | 100 | D | \$ 58.96 | 16,348 ⁽²⁾ | D | |
| Common Stock | | | | | | | 3,022.166 | I | By 401K Plan |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|-----------|------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 32.095 | 07/28/2008 | M | | | | <u>(3)</u> | 11/11/2013 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHEN TAI-YUN C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY M/S E-327 PALO ALTO, CA 94304 | | | VP and Corporate Controller | |

Signatures

By: Franco N. Palomba, Attorney in Fact For: Tai-Yun Chen

07/30/2008

__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) This transaction is pursuant to the filer's SEC Rule 10b5-1 Stock Plan.
- (2) Amount of securities beneficially owned at the end of the reporting period reflect 325 shares purchased on March 28, 2008 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
- (3) Stock option granted under the Varian Medical Systems, 2000 Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/11/04, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

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