

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

(Last) (First) (Middle)
C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MAIL STOP E327
 (Street)

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

PALO ALTO, CA 94304-1038
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/16/2016 | | M | 2,190 | A \$ 0 ⁽¹⁾ | 19,836 | D |
| Common Stock | 02/16/2016 | | M | 1,978 | A \$ 0 ⁽¹⁾ | 21,814 | D |
| Common Stock | 02/16/2016 | | F | 1,505 ⁽²⁾ | D \$ 78.03 | 20,309 | D |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | 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 | 34,650 | (3) 02/12/2023 | Common Stock | 34,650 |
| Restricted Stock Units | (1) | 02/12/2016 | | A | 3,568 | (4) (4) | Common Stock | 3,568 |
| Restricted Stock Units | (1) | 02/16/2016 | | M | 2,190 | (5) (5) | Common Stock | 2,190 |
| Restricted Stock Units | (1) | 02/16/2016 | | M | 1,978 | (6) (6) | Common Stock | 1,978 |

Reporting Owners

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

Signatures

/s/ Franco N. Palomba, attorney-in-fact for Kolleen T. Kennedy

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.
Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies
- (3) 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.
- (4) 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.
- (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.
- (6) 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.

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