

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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ISSUER

VARIAN INC

CIK: **1079028** | IRS No.: **770501995** | State of Incorporation: **DE**
SIC: **3826** Laboratory analytical instruments

Mailing Address
3210 HANSEN WAY
PALO ALTO CA 94304

Business Address
3120 HANSEN WAY
PALO ALTO CA 94304-1030
650-213-8000

REPORTING OWNER

MCCLAMMY G EDWARD

CIK: **1232120**
Type: **4** | Act: **34** | File No.: **000-25393** | Film No.: **06512465**

Mailing Address
3120 HANSEN WAY
PALO ALTO CA 934041030

Business Address
C/O VARIAN INC
3120 HANSEN WAY
PALO ALTO CA 943041030
6504245054

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MCCLAMMY G EDWARD			2. Issuer Name and Ticker or Trading Symbol VARIAN INC [VARI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr VP CFO & Treasurer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3120 HANSEN WAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) PALO ALTO, CA 94304-1030								
(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	(A) or (D)	Price			
Common Stock	01/03/2006		M	(1)	1,088	A	\$29.4525	11,975	D	
Common Stock	01/03/2006		M		2,500	A	\$9.5	14,475	D	
Common Stock	01/03/2006		S		2,200	D	\$39.5	12,275	D	
Common Stock	01/03/2006		S		100	D	\$39.6	12,175	D	
Common Stock	01/03/2006		S		50	D	\$39.51	12,125	D	
Common Stock	01/03/2006		S		50	D	\$39.55	12,075	D	
Common Stock	01/03/2006		S		50	D	\$39.53	12,025	D	
Common Stock	01/03/2006		S		50	D	\$39.57	11,975	D	
Common Stock								2,000	I	by Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	\$9.5	01/03/2006		M			2,500	(2)	04/16/2009	Common Stock	2,500	\$ 0	56,522	D

Explanation of Responses:

1. Purchase made under the Varian, Inc. Employee Stock Purchase Plan, which qualifies under Rule 16b-3(c) as an exempt purchase under Section 16(b).
2. Stock option granted under the Varian, Inc. Omnibus Stock Plan, which complies with new Rule 16b-3. The option vests in three equal installments over three years following the grant date, which was April 16, 1999.

Signatures

G. Edward McClammy

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.