

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
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REPORTING OWNER

KENNEDY KOLLEEN T

CIK: **1531738**

Type: **4** | Act: **34** | File No.: **001-07598** | Film No.: **13529025**

Mailing Address
VARIAN MEDICAL SYSTEMS
INC
3100 HANSEN WAY MAIL
STOP E327
PALO ALTO CA 94304

ISSUER

VARIAN MEDICAL SYSTEMS INC

CIK: **203527** | IRS No.: **942359345** | State of Incorp.: **DE** | Fiscal Year End: **1001**
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address
3100 HANSEN WAY
PALO ALTO CA 94304-1000

Business Address
3100 HANSEN WAY
PALO ALTO CA 94304-1000
650-424-5834

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 <u>KENNEDY KOLLEEN T</u> (Last) (First) (Middle) C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MAIL STOP E327 (Street) <u>PALO ALTO, CA 94304-1038</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VARIAN MEDICAL SYSTEMS INC</u> [VAR]	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) <p style="text-align: center;"><u>SVP and Pres. Oncology Sys.</u></p>
3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2013</u>		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
4. If Amendment, Date Original Filed(Month/Day/Year)		

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	01/11/2013		<u>M</u>		641	A \$57.9	11,360	D	
Common Stock	01/11/2013		<u>S</u> ⁽¹⁾		641	D \$74.5039 ⁽²⁾	10,719	D	
Common Stock	01/14/2013		<u>M</u>		954	A \$52.83	11,673	D	
Common Stock	01/14/2013		<u>S</u> ⁽¹⁾		954	D \$73.7655 ⁽³⁾	10,719	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Non Qualified Stock Option (Right to Buy)	\$57.9	01/11/2013		<u>M</u>		641	(4)	11/11/2018	Common Stock	641	\$ 0	14,090	D
Non Qualified Stock Option (Right to Buy)	\$52.83	01/14/2013		<u>M</u>		954	(5)	05/14/2017	Common Stock	954	\$ 0	3,815	D

Explanation of Responses:

1. This transaction is pursuant to the filer's SEC Rule 10b5-1 Stock Plan
2. The 641 shares were sold in multiple transactions executed on the same day at prices ranging from \$74.20 to \$74.85. The detailed breakdown of executed sales will be furnished upon request.
3. The 954 shares were sold in multiple transactions executed on the same day at prices ranging from \$73.11 to \$73.98. The detailed breakdown of executed sales will be furnished upon request.
4. Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/11/2012, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
5. Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 5/14/2011, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

Signatures

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

** Signature of Reporting Person

01/14/2013

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.