

VARIAN MEDICAL SYSTEMS INC

Form 4

September 23, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON DOW R

(Last) (First) (Middle)

**C/O VARIAN MEDICAL
SYSTEMS, INC., 3100 HANSEN
WAY, M/S E-327**

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**VARIAN MEDICAL SYSTEMS
INC [VAR]**

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	09/22/2008		M		3,500	A \$ 40.57	59,395	D
Common Stock	09/22/2008		S ⁽¹⁾		1,027	D \$ 60.95	58,368	D
Common Stock	09/22/2008		S ⁽¹⁾		500	D \$ 61.8502	57,868	D
Common Stock	09/22/2008		S ⁽¹⁾		500	D \$ 61.8802	57,368	D
	09/22/2008		S ⁽¹⁾		500	D	56,868	D

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Common Stock					\$ 61.9402		
Common Stock	09/22/2008	S ⁽¹⁾	500	D	\$ 61.995	56,368	D
Common Stock	09/22/2008	S ⁽¹⁾	100	D	\$ 62.23	56,268	D
Common Stock	09/22/2008	S ⁽¹⁾	100	D	\$ 62.2302	56,168	D
Common Stock	09/22/2008	S ⁽¹⁾	100	D	\$ 62.24	56,068	D
Common Stock	09/22/2008	S ⁽¹⁾	4	D	\$ 62.2602	56,064	D
Common Stock	09/22/2008	S ⁽¹⁾	196	D	\$ 62.27	55,868	D
Common Stock	09/22/2008	S ⁽¹⁾	400	D	\$ 62.28	55,468	D
Common Stock	09/22/2008	S ⁽¹⁾	100	D	\$ 62.2802	55,368	D
Common Stock	09/22/2008	S ⁽¹⁾	500	D	\$ 62.3802	54,868	D
Common Stock	09/22/2008	S ⁽¹⁾	500	D	\$ 62.535	54,368	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 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 40.57	09/22/2008		M	3,500	(2)	01/10/2015		3,500

Non-qualified
Stock Option
(Right to Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON DOW R C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, M/S E-327 PALO ALTO, CA 94304			EVP and Pres. Oncology Sys.	

Signatures

/s/ Franco N. Palomba, Attorney in Fact for Dow R.
Wilson

09/23/2008

____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 Rule10b5-1 Stock Plan

(2) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 01/10/06, and the remaining shares in 24 installments over the 24 months following the first vesting 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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