

VARIAN MEDICAL SYSTEMS INC

Form 4

February 14, 2017

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

OMB
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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)
02/10/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	\$ 80.4	02/10/2017		A		75,015		<u>(1)</u>	02/10/2024	Common Stock	75,015
Restricted Stock Units	<u>(2)</u>	02/10/2017		A		15,050		<u>(3)</u>	<u>(3)</u>	Common Stock	15,050

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	X		President and CEO	

Signatures

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

02/14/2017

 **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).

Stock option granted under the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan which complies
(1) with Rule 16b-3. The option vests as follows: one third on 2/10/2018, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

(2) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.

(3) The restricted stock units vest in three equal installments on February 15, 2018, February 15, 2019, and February 15, 2020. Vested shares will be delivered to the reporting person on vest date.

Includes restricted stock units that were adjusted pursuant to the Employee Matters Agreement between Varian Medical Systems, Inc. ("Varian") and Varex Imaging Corporation ("Varex") relating to the January 28, 2017 distribution by Varian to its stockholders of all of the outstanding shares of the common stock of Varex. Restricted stock units that were outstanding at the time of the distribution were adjusted by multiplying the number of shares subject thereto by 1.1303 and rounding to the nearest whole share.

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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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