

BROWN JOHN SEELY
Form 4
August 22, 2012

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 *
BROWN JOHN SEELY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, MAIL STOP E-327

(Street)

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/21/2012		M		5,000	A	\$ 52.61	16,592	D	
Common Stock	08/21/2012		M		5,000	A	\$ 37.17	21,592	D	
Common Stock	08/21/2012		M		5,000	A	\$ 47.58	26,592	D	
Common Stock	08/21/2012		M		18,866	A	\$ 36.22	45,458	D	
	08/21/2012		M		8,000	A	\$ 49.74	53,458	D	

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Common
Stock

Common Stock	08/21/2012		S	29,638	D	\$ 60.0504 <u>(1)</u>	23,820	D
Common Stock	08/21/2012		S	12,228	D	\$ 59.8302 <u>(2)</u>	11,592	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 52.61	08/21/2012		M	5,000	02/15/2008 ⁽³⁾ 02/15/2015	Common Stock
Non Qualified Stock Option (Right to Buy)	\$ 37.17	08/21/2012		M	5,000	02/13/2009 ⁽³⁾ 02/13/2016	Common Stock
Non Qualified Stock Option (Right to Buy)	\$ 47.58	08/21/2012		M	5,000	02/12/2010 ⁽³⁾ 02/12/2017	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 36.22	08/21/2012		M	18,866	⁽⁴⁾ 02/18/2015	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 49.74	08/21/2012		M	8,000	02/16/2007 ⁽³⁾ 02/16/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN JOHN SEELY C/O VARIAN MEDICAL SYSTEMS 3100 HANSEN WAY, MAIL STOP E-327 PALO ALTO, CA 94304-1030	X			

Signatures

/s/ Kimberley E. Honeysett, Attorney in Fact for John Seely Brown	08/21/2012
**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) The 29,638 shares were sold in multiple transactions executed on the same day at prices ranging from \$59.91 to \$60.23. The detailed breakdown of executed sales will be furnished upon request.
 - (2) The 12,228 shares were sold in multiple transactions executed on the same day at prices ranging from \$59.775 to \$59.875. The detailed breakdown of executed sales will be furnished upon request.
 - (3) Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.
 - (4) Stock option granted under the Varian Medical Systems, Inc. 2005 Omnibus Stock Plan, which complies with Rule 16b-3. Each option is immediately exercisable on the date of grant, February 18, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.