

Raanes Chris
Form 4
March 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
Raanes Chris

2. Issuer Name and Ticker or Trading Symbol
ACCURAY INC [ARRAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1310 CHESAPEAKE TERRACE

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP COO

(Street)

SUNNYVALE, CA 94089

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

(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	03/01/2011		M	4,000 A \$ 0.75	62,572	D	
Common Stock	03/01/2011		S	4,000 D \$ 9.7851 (1)	58,572	D	
Common Stock	03/01/2011		M	1,000 A \$ 0.75	59,572	D	
Common Stock	03/01/2011		S	1,000 D \$ 9.8003 (2)	58,572	D	
	03/01/2011		M	1,000 A \$ 0.75	59,572	D	

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Common Stock								
Common Stock	03/01/2011		S	1,000	D	\$ 9.805 (3)	58,572	D
Common Stock	03/01/2011		M	1,000	A	\$ 0.75	59,572	D
Common Stock	03/01/2011		S	1,000	D	\$ 9.808 (4)	58,572	D
Common Stock	03/01/2011		M	1,000	A	\$ 0.75	59,572	D
Common Stock	03/01/2011		S	1,000	D	\$ 9.805 (5)	58,572	D
Common Stock	03/01/2011		M	1,000	A	\$ 0.75	59,572	D
Common Stock	03/01/2011		S	1,000	D	\$ 9.8097 (6)	58,572	D

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

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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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.75	03/01/2011		M	4,000	(7) 12/02/2012	Common Stock	4,000
Incentive Stock	\$ 0.75	03/01/2011		M	1,000	(7) 12/02/2012	Common Stock	1,000

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- (4) A total of 1,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$9.80804 per share. The actual sale price for the shares was: 418 shares at \$9.80; 360 shares at \$9.81; 222 shares at \$9.82.
- (5) A total of 1,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$9.805 per share. The actual sale price for the shares was: 500 shares at \$9.81; 500 shares at \$9.80.
- (6) A total of 1,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$9.80965 per share. The actual sale price for the shares was: 965 shares at \$9.81; 35 shares at \$9.80.

- The options are exercisable as they vest. A total of 25% of the entire number of shares subject to this stock option becomes vested and
- (7) fully exercisable on the first anniversary of the vesting commencement date and the remaining shares subject to this stock option vest and become exercisable in equal monthly installments, ratably over the following 36 months.

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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