

WILSON DOW R  
Form 4  
March 02, 2018

**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 \*  
**WILSON DOW R**

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)  
**03/01/2018**

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

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

(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                    | 03/01/2018                           |  | M <sup>(1)</sup>               | 24,000 A \$ 74.06   | 99,356  | D  |  |
| Common Stock                    | 03/01/2018                           |  | S <sup>(1)</sup>               | 5,543 D \$ 116.8337   | 93,813  | D  |  |
| Common Stock                    | 03/01/2018                           |  | S <sup>(1)</sup>               | 7,040 D \$ 117.8802   | 86,773  | D  |  |
| Common Stock                    | 03/01/2018                           |  | S <sup>(1)</sup>               | 10,817 D \$   | 75,956  | D  |  |

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|              |            |  |              |     |            |            |        |   |
|--------------|------------|--|--------------|-----|------------|------------|--------|---|
| Stock        |            |  |              |     | 118.6699   |            |        |   |
|              |            |  |              |     | <u>(4)</u> |            |        |   |
|              |            |  |              |     | \$         |            |        |   |
| Common Stock | 03/01/2018 |  | S <u>(1)</u> | 600 | D          | 119.4392   | 75,356 | D |
|              |            |  |              |     |            | <u>(5)</u> |        |   |

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

**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 control number.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Non Qualified Stock Option (Right to Buy)  | \$ 74.06   | 03/01/2018                           |  | M <u>(1)</u>                   | 24,000  | <u>(6)</u> 02/21/2021                                    | Common Stock 24,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| WILSON DOW R<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY, M/S E-327<br>PALO ALTO, CA 94304 | X             |           | President and CEO |       |

## Signatures

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

03/02/2018

        \*\*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 Rule 10b5-1 Stock Plan
- (2) The 5,543 shares were sold in multiple transactions executed on the same day at prices ranging from \$116.36 to \$117.30. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 7,040 shares were sold in multiple transactions executed on the same day at prices ranging from \$117.37 to \$118.34. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 10,817 shares were sold in multiple transactions executed on the same day at prices ranging from \$118.38 to \$119.27. The detailed breakdown of executed sales will be furnished upon request.
- (5) The 600 shares were sold in multiple transactions executed on the same day at prices ranging from \$119.395 to \$119.50. The detailed breakdown of executed sales will be furnished upon request.

- Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies
- (6) with Rule 16b-3. The option vests as follows: one third on 02/21/2015, and the remaining shares in 24 equal 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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