

KENNEDY KOLLEEN T

Form 4

January 16, 2018

**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 \*  
KENNEDY KOLLEEN T

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)  
C/O VARIAN MEDICAL  
SYSTEMS, INC., 3100 HANSEN  
WAY, MAIL STOP E327

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/12/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP and Pres. Oncology Sys.

(Street)  
PALO ALTO, CA 94304-1038

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 01/12/2018                              |                                                             | M <sup>(1)</sup>         | 1,089 A                                                             | \$ 67.12 27,751                                                                                                    | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/12/2018                              |                                                             | S <sup>(1)</sup>         | 100 D                                                               | \$ 107.16 27,651                                                                                                   | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/12/2018                              |                                                             | S <sup>(1)</sup>         | 189 D                                                               | \$ 107.74 27,462                                                                                                   | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/12/2018                              |                                                             | S <sup>(1)</sup>         | 800 D                                                               | \$ 108.43 26,662                                                                                                   | D                                                                    |                                                                                |
|                                       |                                         |                                                             |                          | (2)                                                                 |                                                                                                                    |                                                                      |                                                                                |

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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.**

SEC 1474  
(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Non Qualified Stock Option (Right to Buy)  | \$ 67.12                                               | 01/12/2018                           |                                                    | M <sup>(1)</sup>               | 1,089                                                                                   | <sup>(3)</sup> 02/12/2023                                | Common Stock                                                  | 1,089                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                                       | Relationships                                                   |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| KENNEDY KOLLEEN T<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY, MAIL STOP E327<br>PALO ALTO, CA 94304-1038 | Director 10% Owner Officer Other<br>EVP and Pres. Oncology Sys. |

## Signatures

/s/ Franco N. Palomba, attorney-in-fact for Kolleen T. Kennedy

01/16/2018

\_\_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)

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The 800 shares were sold in multiple transactions executed on the same day at prices ranging from \$108.19 to \$108.75. 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
- (3) with Rule 16b-3. The option vests as follows: one third on 2/12/2017, 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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