

KUO JOHN W
Form 4
February 16, 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 *
KUO JOHN W

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)
02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen Counsel and Secretary

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	(D)	Price
Common Stock	02/15/2018		M ⁽¹⁾		863	A	\$ 67.12 28,224
Common Stock	02/15/2018		S ⁽¹⁾		600	D	\$ 120.3033 27,624
Common Stock	02/15/2018		S ⁽¹⁾		263	D	\$ 121.1244 27,361
Common Stock	02/15/2018		M ⁽¹⁾		5,579	A	\$ 80.4 32,940

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Stock							
Common Stock	02/15/2018		S ⁽¹⁾	3,000	D	\$ 120.2677 (4)	29,940 D
Common Stock	02/15/2018		S ⁽¹⁾	2,579	D	\$ 121.1719 (5)	27,361 D
Common Stock	02/15/2018		M	1,762	A	(6)	29,123 D
Common Stock	02/15/2018		M	1,066	A	(6)	30,189 D
Common Stock	02/15/2018		M	1,119	A	(6)	31,308 D
Common Stock	02/15/2018		F	1,463 (7)	D	\$ 121.87	29,845 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 67.12	02/15/2018		M ⁽¹⁾	863	(8) 02/12/2023	Common Stock	863
Non Qualified Stock	\$ 80.4	02/15/2018		M ⁽¹⁾	5,579	(9) 02/10/2024	Common Stock	5,579

Option (Right to Buy)									
Restricted Stock Units	<u>(6)</u>	02/15/2018	M	1,762	<u>(10)</u>	<u>(10)</u>	Common Stock	1,762	
Restricted Stock Units	<u>(6)</u>	02/15/2018	M	1,066	<u>(11)</u>	<u>(11)</u>	Common Stock	1,066	
Restricted Stock Units	<u>(6)</u>	02/15/2018	M	1,119	<u>(12)</u>	<u>(12)</u>	Common Stock	1,119	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUO JOHN W C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY M/S E-327 PALO ALTO, CA 94304			SVP, Gen Counsel and Secretary	

Signatures

/s/ Franco N. Palomba, Attorney in Fact for John W.
Kuo

02/16/2018

 **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) The 600 shares were sold in multiple transactions executed on the same day at prices ranging from \$119.97 to \$120.91. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 263 shares were sold in multiple transactions executed on the same day at prices ranging from \$121.05 to \$121.17. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 3,000 shares were sold in multiple transactions executed on the same day at prices ranging from \$119.77 to \$120.73. The detailed breakdown of executed sales will be furnished upon request.
- (5) The 2,579 shares were sold in multiple transactions executed on the same day at prices ranging from \$120.82 to \$121.49. The detailed breakdown of executed sales will be furnished upon request.
- (6) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (7) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (8) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies 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.
- (9)

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Stock option granted under the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan which complies 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.

- (10) The restricted stock units vest in three equal installments on February 15, 2016, February 15, 2017, and February 15, 2018. Vested shares will be delivered to the reporting person on vest date.
- (11) The restricted stock units vest in three equal installments on February 15, 2017, February 15, 2018, and February 15, 2019. Vested shares will be delivered to the reporting person on vest date.
- (12) 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.

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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