

Thomson Euan
Form 4
April 21, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomson Euan

(Last) (First) (Middle)

1310 CHESAPEAKE TERRACE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	04/21/2010		M	12,500	A \$ 0.75	37,500	D
Common Stock	04/21/2010		S ⁽¹⁾	12,500	D \$ 6.39 ⁽²⁾	25,000	D
Common Stock	04/21/2010		M	5,833	A \$ 0.75	30,833	D
Common Stock	04/21/2010		M	4,167	A \$ 0.75	35,000	D

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

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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
Incentive Stock Option (right to buy)	\$ 0.75	04/21/2010		M	12,500	<u>(3)</u> 03/28/2012	Common Stock	12,500
Incentive Stock Option (right to buy)	\$ 0.75	04/21/2010		M	4,167	<u>(3)</u> 03/28/2012	Common Stock	4,167
Incentive Stock Option (right to buy)	\$ 0.75	04/21/2010		M	5,833	<u>(3)</u> 07/09/2013	Common Stock	5,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson Euan 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089	X		President & CEO	

Signatures

Euan S.
Thomson 04/21/2010

__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).

A portion of these options are being sold so that a portion of the proceeds may be used to increase the CEO's ownership of Accuray stock
(1) in anticipation of the adoption of stock ownership guidelines for management by the Board of Directors of Accuray Incorporated in fiscal year 2011.

A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$6.39 per share. The actual sale price for the shares was: 500 shares at \$6.31; 800 shares at \$6.32; 1,700 shares at \$6.33; 300 shares at \$6.34; 100 shares at \$6.345; 400 shares at \$6.35;
(2) 500 shares at \$6.36; 600 shares at \$6.37; 1,688 shares at \$6.38; 712 shares at \$6.39; 300 shares at \$6.40; 1,000 shares at \$6.41; 800 shares at \$6.42; 800 shares at \$6.43; 100 shares at \$6.44; 200 shares at \$6.45; 400 shares at \$6.46; 300 shares at \$6.47; 700 shares at \$6.48; 300 shares at \$6.49; and 300 shares at \$6.51.

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
(3) 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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