GUERTIN TIMOTHY E
Form 4
February 01, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUERTIN TIMOTHY E

(Last) (First) (Middle)

C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, MAIL STOP E-327

(Street)

PALO ALTO, CA 94304-1030

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VARIAN MEDICAL SYSTEMS INC [VAR]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2011		M		45,000	A	$ 39.85	79,057	D	
Common Stock	01/31/2011		S[(1)]		17,681	D	$ 67.9466 [(2)]	61,376	D	
Common Stock	01/31/2011		S[(1)]		27,319	D	$ 68.6884 [(3)]	34,057 [(4)]	D	
Common								83,332 [(4)]	I	By Trust

Stock

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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (Right to Buy)	$ 39.85	01/31/2011		M			45,000	(5)	11/18/2014	Common Stock	45,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUERTIN TIMOTHY E C/O VARIAN MEDICAL SYSTEMS 3100 HANSEN WAY, MAIL STOP E-327 PALO ALTO, CA 94304-1030			President and CEO	

Signatures

/s/ Kimberley E. Honeysett, Attorney in Fact for Timothy E. Guertin	02/01/2011
**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 Rule10b5-1 Stock Plan

(2) The 17,681 shares were sold in multiple transactions executed on the same day at prices ranging from $67.40 to $68.38. The detailed breakdown of executed sales will be furnished upon request.

(3)

The 27,319 shares were sold in multiple transactions executed on the same day at prices ranging from $68.385 to $69.01. The detailed breakdown of executed sales will be furnished upon request.

(4) Amount of securities beneficially owned at end of reporting period reflect non-reportable transfer of directly held shares to Mr. Guertin's Revocable Trust.

(5) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with new Rule 16b-3. The option vests as follows: one third on 11/18/05, 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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