

KENNEDY KOLLEEN T

Form 4

May 21, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
KENNEDY KOLLEEN T2. 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)
05/18/2012____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP and Pres. Oncology Sys.C/O VARIAN MEDICAL
SYSTEMS, INC., 3100 HANSEN
WAY, MAIL STOP E327

(Street)

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

PALO ALTO, CA 94304-1038

(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 Ownership (Instr. 4)
Common Stock	05/18/2012		M	1,908 A	\$ 0 14,465	D	
Common Stock	05/18/2012		F	699 ⁽¹⁾ D	\$ 61.29 13,766	D	

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
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(9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	05/18/2012		M	1,908	(3) (3)	Common Stock	1,908

Reporting Owners

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

Signatures

/s/ Elisha W. Finney, Attorney in Fact for Kolleen T. Kennedy
05/21/2012
**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) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (2) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (3) The restricted stock units vest in three equal installments on May 18, 2011, May 18, 2012, and May 18, 2013. 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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