

KENNEDY KOLLEEN T

Form 4

February 14, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY KOLLEEN T

(Last) (First) (Middle)

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

(Street)

PALO ALTO, CA 94304-1038

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

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)
EVP and Pres. Oncology Sys.

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	02/12/2019		M ⁽¹⁾		419	A	\$ 67.12
							27,317
Common Stock	02/12/2019		S ⁽¹⁾		419	D	\$ 132.117
							(2) 26,898
Common Stock	02/12/2019		M ⁽¹⁾		669	A	\$ 67.12
							27,567
Common Stock	02/12/2019		S ⁽¹⁾		669	D	\$ 132.8489
							(3) 26,898

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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. P
Non Qualified Stock Option (Right to Buy)	\$ 67.12	02/12/2019		M ⁽¹⁾	419	⁽⁴⁾ 02/12/2023	Common Stock	419
Non Qualified Stock Option (Right to Buy)	\$ 67.12	02/12/2019		M ⁽¹⁾	669	⁽⁴⁾ 02/12/2023	Common Stock	669

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 EVP and Pres. Oncology Sys.

Signatures

/s/ Michael B. Dunn, attorney-in-fact for Kolleen Kennedy

02/14/2019

__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 419 shares were sold in multiple transactions executed on the same day at prices ranging from \$131.61 to \$132.58. The detailed breakdown of executed sales will be furnished upon request
- (3) The 669 shares were sold in multiple transactions executed on the same day at prices ranging from \$132.62 to \$132.97. The detailed breakdown of executed sales will be furnished upon request
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.