

BROWN JOHN SEELY  
Form 4  
August 22, 2012

**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 \*  
BROWN JOHN SEELY

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)  
08/21/2012

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

C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, MAIL STOP 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 94304-1030

(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  | (A) or (D)   | Price                                      |        |   |  |
| Common Stock                    | 08/21/2012                           |  | M                              |   | 5,000   | A  | \$ 52.61                                   | 16,592 | D |  |
| Common Stock                    | 08/21/2012                           |  | M                              |   | 5,000   | A  | \$ 37.17                                   | 21,592 | D |  |
| Common Stock                    | 08/21/2012                           |  | M                              |   | 5,000   | A  | \$ 47.58                                   | 26,592 | D |  |
| Common Stock                    | 08/21/2012                           |  | M                              |   | 18,866  | A  | \$ 36.22                                   | 45,458 | D |  |
|                                 | 08/21/2012                           |  | M                              |   | 8,000   | A  | \$ 49.74                                   | 53,458 | D |  |

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Common  
Stock

|                 |            |  |   |        |   |                             |        |   |
|-----------------|------------|--|---|--------|---|-----------------------------|--------|---|
| Common<br>Stock | 08/21/2012 |  | S | 29,638 | D | \$<br>60.0504<br><u>(1)</u> | 23,820 | D |
| Common<br>Stock | 08/21/2012 |  | S | 12,228 | D | \$<br>59.8302<br><u>(2)</u> | 11,592 | 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 displays a currently valid OMB control number.**

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-qualified Stock Option (Right to Buy)  | \$ 52.61   | 08/21/2012                           |  | M                              | 5,000   | 02/15/2008 <sup>(3)</sup> 02/15/2015                     | Common Stock                                      |
| Non Qualified Stock Option (Right to Buy)  | \$ 37.17   | 08/21/2012                           |  | M                              | 5,000   | 02/13/2009 <sup>(3)</sup> 02/13/2016                     | Common Stock                                      |
| Non Qualified Stock Option (Right to Buy)  | \$ 47.58   | 08/21/2012                           |  | M                              | 5,000   | 02/12/2010 <sup>(3)</sup> 02/12/2017                     | Common Stock                                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 36.22   | 08/21/2012                           |  | M                              | 18,866  | <sup>(4)</sup> 02/18/2015                                | Common Stock                                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 49.74   | 08/21/2012                           |  | M                              | 8,000   | 02/16/2007 <sup>(3)</sup> 02/16/2014                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BROWN JOHN SEELY<br>C/O VARIAN MEDICAL SYSTEMS<br>3100 HANSEN WAY, MAIL STOP E-327<br>PALO ALTO, CA 94304-1030 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Kimberley E. Honeysett, Attorney in Fact for John Seely<br>Brown | 08/21/2012 |
| **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) The 29,638 shares were sold in multiple transactions executed on the same day at prices ranging from \$59.91 to \$60.23. The detailed breakdown of executed sales will be furnished upon request.
  - (2) The 12,228 shares were sold in multiple transactions executed on the same day at prices ranging from \$59.775 to \$59.875. The detailed breakdown of executed sales will be furnished upon request.
  - (3) Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.
  - (4) Stock option granted under the Varian Medical Systems, Inc. 2005 Omnibus Stock Plan, which complies with Rule 16b-3. Each option is immediately exercisable on the date of grant, February 18, 2005.

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.