VARIAN MEDICAL SYSTEMS INC

Form 4

December 27, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires: 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KLUGE ROBERT H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VARIAN MEDICAL SYSTEMS INC [VAR]

(Check all applicable)

(Last) (First) (Middle)

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

10% Owner Director X_ Officer (give title Other (specify

12/24/2007

below) Corp VP; Pres. X-Ray Products

C/O VARIAN MEDICAL SYSTEM, 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)

X Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94304

(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)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) or tionDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(msu. 4)
Common Stock	12/24/2007	M(1)	5,400	A	\$ 13.9531	71,284	D	
Common Stock	12/24/2007	S <u>(1)</u>	5,400	D	\$ 53	65,884 (2)	D	
Common Stock	12/26/2007	M(1)	149,600	A	\$ 13.9531	215,484	D	
Common Stock	12/26/2007	S <u>(1)</u>	149,600	D	\$ 53	65,884	D	
	12/26/2007	M(1)	36,250	A	\$ 17.95	102,134	D	

of

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Common Stock

Common Stock 12/26/2007 S(1) 36,250 D \$ 53 65,884 D

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

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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. Transactio Code (Instr. 8)	5. Number of 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Non-Qualified Stock Option (right to buy)	\$ 13.9531	12/24/2007		M <u>(1)</u>	5,400	(3)	11/17/2010	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 13.9531	12/26/2007		M(1)	149,600	(3)	11/17/2010	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 17.95	12/26/2007		M <u>(1)</u>	36,250	<u>(4)</u>	11/15/2011	Common Stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships					
, G	Director	10% Owner	Officer	Other		
VI VIGE DODEREV						

KLUGE ROBERT H C/O VARIAN MEDICAL SYSTEM 3100 HANSEN WAY, MAIL STOP E-327 PALO ALTO, CA 94304

Corp VP; Pres. X-Ray Products

Signatures

By: Franco N. Palomba For: Robert H. Kluge by attached POA

12/27/2007

**Signature of Reporting Person Date

Reporting Owners 2

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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) Amount of securities beneficially owned at the end of the reporting period reflect 83 shares purchased on September 28, 2007 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.
- (3) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/17/01, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
 - Stock option granted under the Varian Medical Systems, Inc. 1990 Omnibus Stock Plan, which complies with new Rule 16b-3. The
- (4) option vests as follows: one third on 11/15/02, 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.