

VARIAN MEDICAL SYSTEMS INC
 Form 4
 August 12, 2008

FORM 4

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

OMB APPROVAL

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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)
 08/11/2008

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/11/2008 | | M | | 5,000 | A | \$ 19.895 |
| Common Stock | 08/11/2008 | | M | | 3,258 | A | \$ 21.495 |
| Common Stock | 08/11/2008 | | M | | 25,598 | A | \$ 25.015 |
| Common Stock | 08/11/2008 | | S | | 5,600 | D | \$ 63.17 |
| Common Stock | 08/11/2008 | | S | | 100 | D | \$ 63.18 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 08/11/2008 | S | 12,000 | D | \$ 63.2 | 19,156 | D |
| Common Stock | 08/11/2008 | S | 7,456 | D | \$ 63.21 | 11,700 | D |
| Common Stock | 08/11/2008 | S | 2,300 | D | \$ 63.22 | 9,400 | D |
| Common Stock | 08/11/2008 | S | 1,100 | D | \$ 63.23 | 8,300 | D |
| Common Stock | 08/11/2008 | S | 1,000 | D | \$ 63.24 | 7,300 | D |
| Common Stock | 08/11/2008 | S | 500 | D | \$ 63.25 | 6,800 | D |
| Common Stock | 08/11/2008 | S | 300 | D | \$ 63.26 | 6,500 | D |
| Common Stock | 08/11/2008 | S | 100 | D | \$ 63.3 | 6,400 | D |
| Common Stock | 08/11/2008 | S | 1,100 | D | \$ 63.32 | 5,300 | D |
| Common Stock | 08/11/2008 | S | 100 | D | \$ 63.33 | 5,200 | D |
| Common Stock | 08/11/2008 | S | 1,200 | D | \$ 63.34 | 4,000 | D |
| Common Stock | 08/11/2008 | S | 1,000 | D | \$ 63.35 | 3,000 | D |

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | | Title |

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| | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|---|-----------|------------|---|--------|------------------|-----------------|--------------|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 19.895 | 08/11/2008 | M | 5,000 | (1) | 02/15/2012 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 21.495 | 08/11/2008 | M | 3,258 | (1) | 09/30/2012 | Common Stock | 3,258 |
| Non-Qualified Stock Option (right to buy) | \$ 25.015 | 08/11/2008 | M | 25,598 | (1) | 02/14/2013 | Common Stock | 25,598 |

Reporting Owners

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

Signatures

By: Franco N. Palomba, Attorney in Fact For: John Seely Brown 08/12/2008

__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) Stock option granted under the Varian Medical Systems, Inc. Omnibus Stock Plan, which complies with Rule 16b-3.

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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