#### KENNEDY KOLLEEN T

Form 4

January 30, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

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) 01/28/2019

Director 10% Owner Other (specify

X\_ Officer (give title below) EVP 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) Tak	ole I - Non-	Derivativ	e Secu	rities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or	` ′	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)
Common Stock	01/28/2019		M(1)	7,900	A	\$ 67.12	34,798	D	
Common Stock	01/28/2019		S(1)	7,900	D	\$ 129.8875 (2)	26,898	D	
Common Stock	01/28/2019		M(1)	5,155	A	\$ 67.12	32,053	D	
Common Stock	01/28/2019		S(1)	5,155	D	\$ 130.5622	26,898	D	

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					(3)		
Common Stock	01/28/2019	M(1)	5,593	A	\$ 80.4	32,491	D
Common Stock	01/28/2019	S(1)	5,593	D	\$ 131.0877 (4)	26,898	D
Common Stock	01/28/2019	M(5)	932	A	\$ 81.97	27,830	D
Common Stock	01/28/2019	S <u>(1)</u>	932	D	\$ 131.3401 (6)	26,898	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. Transactio Code (Instr. 8)	Secu Acqu (A) o Disp (D)	orities uired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 67.12	01/28/2019		M <u>(1)</u>		7,900	<u>(7)</u>	02/12/2023	Common Stock	7,900
Non Qualified Stock Option (Right to Buy)	\$ 67.12	01/28/2019		M <u>(1)</u>		5,155	<u>(7)</u>	02/12/2023	Common Stock	5,155
Non Qualified	\$ 80.4	01/28/2019		M(1)		5,593	<u>(8)</u>	02/10/2024	Common Stock	5,593

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Stock Option (Right to Buy) Non

Qualified

Stock Option

\$ 81.97 01/28/2019

 $M_{\underline{(5)}}$ 

932

(9)

02/13/2022

Common Stock

ock 932

(Right to Buy)

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer

Other

KENNEDY KOLLEEN T C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY, MAIL STOP E327 PALO ALTO, CA 94304-1038

EVP and Pres. Oncology Sys.

# **Signatures**

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

01/30/2019

\*\*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 7,900 shares were sold in multiple transactions executed on the same day at prices ranging from \$129.37 to \$130.36. The detailed breakdown of executed sales will be furnished upon request.
- (3) The 5,155 shares were sold in multiple transactions executed on the same day at prices ranging from \$130.38 to \$130.8950. The detailed breakdown of executed sales will be furnished upon request.
- (4) The 5,593 shares were sold in multiple transactions executed on the same day at prices ranging from \$130.895 to \$131.28. The detailed breakdown of executed sales will be furnished upon request.
- (5) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (6) The 932 shares were sold in multiple transactions executed on the same day at prices ranging from \$131.28 to \$131.41. The detailed breakdown of executed sales will be furnished upon request.
- Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies (7) 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.
- Stock option granted under the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan which complies (8) with Rule 16b-3. The option vests as follows: one third on 2/10/2018, 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. Third Amended and Restated 2005 Omnibus Stock Plan, which complies (9) with Rule 16b-3. The option vests as follows: one third on 2/13/2016, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

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