

VARIAN MEDICAL SYSTEMS INC  
 Form 4  
 February 16, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**FINNEY ELISHA W**  
  
 (Last) (First) (Middle)  
 C/O VARIAN MEDICAL SYSTEMS, 3100 HANSEN WAY, ,  
 MAIL STOP E-327  
 (Street)  
 PALO ALTO, CA 94304-1030  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Exec VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	(A) or (D)	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 Ownership (Instr. 4)
Common Stock	02/15/2017		M	2,401	A	9,037	D	
Common Stock	02/15/2017		M	2,033	A	11,070	D	
Common Stock	02/15/2017		M	1,192	A	12,262	D	
Common Stock	02/15/2017		F	2,002 (2)	D	\$ 81.12 10,260	D	
						22,126	I	By Trust

Common  
Stock

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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/15/2017		M	2,401	<u>(3)</u>	<u>(3)</u>	Common Stock	2,401
Restricted Stock Units	<u>(1)</u>	02/15/2017		M	2,033	<u>(4)</u>	<u>(4)</u>	Common Stock	2,033
Restricted Stock Units	<u>(1)</u>	02/15/2017		M	1,192	<u>(5)</u>	<u>(5)</u>	Common Stock	1,192

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

FINNEY ELISHA W  
C/O VARIAN MEDICAL SYSTEMS  
3100 HANSEN WAY, , MAIL STOP E-327  
PALO ALTO, CA 94304-1030

Exec  
VP and  
CFO

## Signatures

/s/ Franco N. Palomba, Attorney in Fact for Elisha W.  
Finney

02/16/2017

\_\_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) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (3) The restricted stock units vest in three equal installments on February 15, 2015, February 15, 2016, and February 15, 2017. Vested shares will be delivered to the reporting person on vest date.
- (4) The restricted stock units vest in three equal installments on February 15, 2016, February 15, 2017, and February 15, 2018. Vested shares will be delivered to the reporting person on vest date.
- (5) The restricted stock units vest in three equal installments on February 15, 2017, February 15, 2018, and February 15, 2019. Vested shares will be delivered to the reporting person on vest date.
- (6) Includes restricted stock units that were adjusted pursuant to the Employee Matters Agreement between Varian Medical Systems, Inc. ("Varian") and Varex Imaging Corporation ("Varex") relating to the January 28, 2017 distribution by Varian to its stockholders of all of the outstanding shares of the common stock of Varex. Restricted stock units that were outstanding at the time of the distribution were adjusted by multiplying the number of shares subject thereto by 1.1303 and rounding to the nearest whole share.

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.