

WILSON DOW R  
Form 4  
November 20, 2018

**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 \*  
WILSON DOW R

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)  
11/16/2018

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

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, M/S 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

(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. 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 or (D) Price   |  |   |
| Common Stock                    | 11/16/2018                           |  | A                  |   | 17,052<br>(1)   | A  | \$ 0 92,649 D   |
| Common Stock                    | 11/16/2018                           |  | F                  |   | 8,454<br>(2)  | D  | \$ 118.76 84,195 D                                    |
| Common Stock                    | 11/16/2018                           |  | A                  |   | 18,632<br>(3)   | A  | \$ 0 102,827 D  |
| Common Stock                    | 11/16/2018                           |  | F                  |   | 9,237<br>(2)  | D  | \$ 118.76 93,590 D                                    |
|                                 | 11/16/2018                           |  | G                  | V   | 15,000  | D  | \$ 0 78,590 (4) D                                     |

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Common Stock

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. 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                | Code V (A) (D)  | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| WILSON DOW R<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY, M/S E-327<br>PALO ALTO, CA 94304 | X             |           | President and CEO |       |

## Signatures

/s/ Siang Chin, Attorney in Fact for Dow R.  
Wilson

11/19/2018

\*\*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) Represents shares issued upon settlement of performance-based unit award (PSUs) granted on February 12, 2016.  
 (2) Represents shares withheld from vested PSUs for the payment of federal, state and payroll taxes due on settlement.  
 (3) Represents shares issued upon settlement of performance-based unit award (PSUs) granted on November 30, 2015.

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- (4) Amount of securities beneficially owned at end of reporting period reflect 241 shares purchased on April 27, 2018 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan.

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