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VARIAN MEDICAL SYSTEMS INC

Form 4

December 12, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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

Washington, D.C. 20549

1(b).

(Print or Type Responses)

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

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)

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

12/11/2013

SVP and Pres. Oncology Sys.

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MAIL STOP E327

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

PALO ALTO, CA 94304-1038

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	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)	4. Securi oner Dispos (Instr. 3,	sed of	` '	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	12/11/2013		M	641	A	\$ 57.9	6,877	D	
Common Stock	12/11/2013		S <u>(1)</u>	541	D	\$ 77.5424 (2)	6,336	D	
Common Stock	12/11/2013		S <u>(1)</u>	100	D	\$ 78.54	6,236	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. Transacti Code (Instr. 8)	Derivative	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non Qualified Stock Option (Right to Buy)	\$ 57.9	12/11/2013		M	641	(3)	11/11/2018	Common Stock	641	

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

SVP and Pres.

Oncology Sys.

Signatures

/s/ Kimberley E. Honeysett, attorney-in-fact for Kolleen T. Kennedy

12/12/2013
Date

**Signature of Reporting Person

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 541 shares were sold in multiple transactions executed on the same day at prices ranging from \$77.23 to \$78.15. The detailed breakdown of executed sales will be furnished upon request.

Reporting Owners 2

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Stock option granted under the Varian Medical Systems, Inc. Second Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/11/2012, 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.