

Toth Christopher A.
Form 4
March 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
Toth Christopher A.

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)
03/18/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Pres. Oncology Systems

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY M/S E327

(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. 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/18/2019		M ⁽¹⁾		692	A	\$ 67.12
Common Stock	03/18/2019		S ⁽¹⁾		692	D	\$ 134.465 ⁽²⁾
Common Stock	03/18/2019		M ⁽¹⁾		300	A	\$ 67.12
Common Stock	03/18/2019		S ⁽¹⁾		300	D	\$ 135.9767 ⁽³⁾

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Common Stock	03/18/2019		<u>M</u> ⁽¹⁾	108	A	\$ 67.12	2,352	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	108	D	\$ 136.6767 <u>(4)</u>	2,244	D
Common Stock	03/18/2019		<u>M</u> ⁽¹⁾	798	A	\$ 67.12	3,042	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	798	D	\$ 134.5015 <u>(5)</u>	2,244	D
Common Stock	03/18/2019		<u>M</u> ⁽¹⁾	400	A	\$ 67.12	2,644	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	400	D	\$ 136.19 <u>(6)</u>	2,244	D
Common Stock	03/18/2019		<u>M</u> ⁽¹⁾	900	A	\$ 80.4	3,144	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	900	D	\$ 135.0833 <u>(7)</u>	2,244	D
Common Stock	03/18/2019		<u>M</u> ⁽¹⁾	300	A	\$ 80.4	2,544	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	300	D	\$ 136.37 <u>(8)</u>	2,244	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	723	D	\$ 134.5229 <u>(9)</u>	1,521	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	300	D	\$ 136.0167 <u>(10)</u>	1,221	D
Common Stock	03/18/2019		<u>S</u> ⁽¹⁾	100	D	\$ 136.7	1,121	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Deri... Secu... (Ins...
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Derivative Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Non Qualified Stock Option (Right to Buy)	\$ 67.12	03/18/2019	M ⁽¹⁾	692	<u>(11)</u>	02/12/2023	Common Stock	692
Non Qualified Stock Option (Right to Buy)	\$ 67.12	03/18/2019	M ⁽¹⁾	300	<u>(11)</u>	02/12/2023	Common Stock	300
Non Qualified Stock Option (Right to Buy)	\$ 67.12	03/18/2019	M ⁽¹⁾	108	<u>(11)</u>	02/12/2023	Common Stock	108
Non Qualified Stock Option (Right to Buy)	\$ 67.12	03/18/2019	M ⁽¹⁾	798	<u>(11)</u>	02/12/2023	Common Stock	798
Non Qualified Stock Option (Right to Buy)	\$ 67.12	03/18/2019	M ⁽¹⁾	400	<u>(11)</u>	02/12/2023	Common Stock	400
Non Qualified Stock Option (Right to Buy)	\$ 80.4	03/18/2019	M ⁽¹⁾	900	<u>(12)</u>	02/10/2024	Common Stock	900
Non Qualified	\$ 80.4	03/18/2019	M ⁽¹⁾	300	<u>(12)</u>	02/10/2024	Common Stock	300

Stock
Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toth Christopher A. C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY M/S E327 PALO ALTO, CA 94304			SVP and Pres. Oncology Systems	

Signatures

/s/ Michael B. Dunn , attorney-in-fact for Christopher A.
Toth

03/19/2019

__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 Rule 10b5-1 Stock Plan

(2) The 692 shares were sold in multiple transactions executed on the same day at prices ranging from \$134.22 to \$134.62. The detailed breakdown of executed sales will be furnished upon request.

(3) The 300 shares were sold in multiple transactions executed on the same day at prices ranging from \$135.52 to \$136.39. The detailed breakdown of executed sales will be furnished upon request.

(4) The 108 shares were sold in multiple transactions executed on the same day at prices ranging from \$136.61 to \$136.85. The detailed breakdown of executed sales will be furnished upon request.

(5) The 798 shares were sold in multiple transactions executed on the same day at prices ranging from \$134.32 to \$134.78. The detailed breakdown of executed sales will be furnished upon request.

(6) The 400 shares were sold in multiple transactions executed on the same day at prices ranging from \$135.69 to \$136.69. The detailed breakdown of executed sales will be furnished upon request.

(7) The 900 shares were sold in multiple transactions executed on the same day at prices ranging from \$135.00 to \$135.69. The detailed breakdown of executed sales will be furnished upon request.

(8) The 300 shares were sold in multiple transactions executed on the same day at prices ranging from \$136.06 to \$136.69. The detailed breakdown of executed sales will be furnished upon request.

(9) The 723 shares were sold in multiple transactions executed on the same day at prices ranging from \$134.01 to \$134.78. The detailed breakdown of executed sales will be furnished upon request.

(10) The 300 shares were sold in multiple transactions executed on the same day at prices ranging from \$135.67 to \$136.36. The detailed breakdown of executed sales will be furnished upon request.

(11) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies 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.

(12) Stock option granted under the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan which complies 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.

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