

KUO JOHN W
Form 4
April 17, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
KUO JOHN W

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)
04/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen Counsel and Secretary

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. 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 or (D) Price | | | |
| Common Stock | 04/15/2019 | | M ⁽¹⁾ | 1,470 A \$ 81.97 | 38,326 | D | |
| Common Stock | 04/15/2019 | | S ⁽¹⁾ | 1,470 D \$ 140.896 ⁽²⁾ | 36,856 | D | |
| Common Stock | 04/15/2019 | | M ⁽¹⁾ | 2,592 A \$ 67.12 | 39,448 | D | |
| Common Stock | 04/15/2019 | | S ⁽¹⁾ | 2,492 D \$ 140.8525 ⁽³⁾ | 36,956 | D | |

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| | | | | | | | |
|--------------|------------|-------------------------|-------|---|--------------------------------------|--------|---|
| Common Stock | 04/15/2019 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 141.58 | 36,856 | D |
| Common Stock | 04/15/2019 | <u>M</u> ⁽¹⁾ | 2,328 | A | \$ 80.4 | 39,184 | D |
| Common Stock | 04/15/2019 | <u>S</u> ⁽¹⁾ | 2,328 | D | \$ <u>140.8693</u> ⁽⁴⁾ | 36,856 | D |
| Common Stock | 04/15/2019 | <u>S</u> ⁽¹⁾ | 1,981 | D | \$ <u>140.8731</u> ⁽⁵⁾ | 34,875 | D |
| Common Stock | 04/16/2019 | <u>M</u> ⁽¹⁾ | 4,888 | A | \$ 112.82 | 39,763 | D |
| Common Stock | 04/16/2019 | <u>S</u> ⁽¹⁾ | 4,888 | D | \$ 142 | 34,875 | 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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non Qualified Stock Option (Right to Buy) | \$ 81.97 | 04/15/2019 | | <u>M</u> ⁽¹⁾ | 1,470 | <u>(6)</u> 02/13/2022 | Common Stock | 1,470 |
| Non Qualified Stock Option (Right to Buy) | \$ 67.12 | 04/15/2019 | | <u>M</u> ⁽¹⁾ | 2,592 | <u>(7)</u> 02/12/2023 | Common Stock | 2,592 |

Buy)

Non
Qualified
Stock
Option
(Right to
Buy)

\$ 80.4 04/15/2019

M⁽¹⁾

2,328

(8)

02/10/2024

Common
Stock

2,328

Non
Qualified
Stock
Option
(Right to
Buy)

\$ 112.82 04/16/2019

M⁽¹⁾

4,888

(9)

02/08/2025

Common
Stock

4,888

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KUO JOHN W C/O VARIAN MEDICAL SYSTEMS, INC. 3100 HANSEN WAY M/S E-327 PALO ALTO, CA 94304 | | | SVP, Gen Counsel and Secretary | |

Signatures

/s/ Michael B. Dunn, attorney-in-fact for John
W. Kuo

04/17/2019

*_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 1,470 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.56 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(3) The 2,492 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.56 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(4) The 2,328 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.55 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(5) The 1,981 shares were sold in multiple transactions executed on the same day at prices ranging from \$140.56 to \$141.49. The detailed breakdown of executed sales will be furnished upon request.

(6) 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 2/13/2016, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

(7) 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.

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(8) 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.

(9) Stock option granted under the Varian Medical Systems, Inc. Fifth Amended and Restated 2005 Omnibus Stock Plan which complies with Rule 16b-3. The option vests as follows: one third on February 8, 2019, 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.

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