

THYAGARAJAN VENKATRAMAN  
 Form 4  
 February 13, 2012

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

OMB APPROVAL

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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 \*  
 THYAGARAJAN  
 VENKATRAMAN

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)  
 02/10/2012

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

C/O VARIAN MEDICAL  
 SYSTEMS, INC., 3100 HANSEN  
 WAY, MAIL STOP 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 94304-1030

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/13/2012		M	2,691 A \$ 0	2,691	D	
Common Stock	02/13/2012		F	807 <sup>(1)</sup> D \$ 65.12	1,884	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 64.73	02/10/2012		A	5,000	02/10/2012 <sup>(2)</sup>	02/10/2019	Common Stock	5,000
Deferred Stock Units	<sup>(3)</sup>	02/10/2012		A	1,545	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,545
Deferred Stock Units	<sup>(3)</sup>	02/13/2012		M	2,691	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	2,691

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

THYAGARAJAN VENKATRAMAN  
C/O VARIAN MEDICAL SYSTEMS, INC.  
3100 HANSEN WAY, MAIL STOP E-327  
PALO ALTO, CA 94304-1030

X

## Signatures

/s/ John W. Kuo, Attorney in Fact for Venkatraman  
Thyagarajan

02/13/2012

         \*\*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 withheld from settlement of deferred stock units for the payment of federal taxes due on settlement.
- (2) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.

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- (3) Each Deferred Stock Unit represents the right to receive one share of VAR common stock.
- (4) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 10, 2012. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement date.
- (5) The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 13, 2009. Vested shares will be delivered to the reporting person the earlier of three years from the grant date, or termination/retirement 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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