

VARIAN MEDICAL SYSTEMS INC

Reported by
MOMSEN MAGNUS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/20/20 for the Period Ending 02/18/20

Address 3100 HANSEN WAY
 BUILDING 4A
 PALO ALTO, CA, 94304-1038

Telephone 650-493-4000

 CIK 0000203527

SIC Code 3845 - Electromedical and Electrotherapeutic Apparatus

Industry Advanced Medical Equipment & Technology

Sector Healthcare

Fiscal Year 10/01

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] MOMSEN MAGNUS C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY, MS E327			2. Issuer Name and Ticker or Trading Symbol VARIAN MEDICAL SYSTEMS INC [VAR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, CAO, Corporate Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY) 2/18/2020					
(Street) PALO ALTO, CA 94304			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)			
Common Stock	2/18/2020		M		1106	A	(1)	2003	D
Common Stock	2/18/2020		M		253	A	(1)	2256	D
Common Stock	2/18/2020		M		369	A	(1)	2625	D
Common Stock	2/18/2020		F(2)		638	D	\$145.90	1987 (3)	D

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	2/18/2020		M		1106		(4)	(4)	Common Stock	1106	(1)	1498
Restricted Stock Units	(1)	2/18/2020		M		253		(5)	(5)	Common Stock	253	(1)	541
Restricted Stock Units	(1)	2/18/2020		M		369		(6)	(6)	Common Stock	369	(1)	1129

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (2) Represents shares withheld from vested restricted stock units for the payment of federal, state and payroll taxes due on vesting.
- (3) Amount of securities beneficially owned at end of reporting period reflect 171 shares purchased on April 26, 2019 and 45 shares purchased on October 25, 2019 under the Varian Medical Systems, Inc. Employee Stock Purchase Plan
- (4) The restricted stock units vest in three equal installments on February 15, 2018, February 15, 2019, and February 15, 2020. Vested shares will be delivered to the reporting person on vest date.
- (5) The restricted stock units vest in three equal installments on February 15, 2020, February 15, 2021, and February 15, 2022. Vested shares will be delivered to the reporting person on vest date.
- (6) The restricted stock units vest in three equal installments on February 15, 2019, February 15, 2020, and February 15, 2021. Vested shares will be delivered to the reporting person on vest date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOMSEN MAGNUS				

C/O VARIAN MEDICAL SYSTEMS, INC.
3100 HANSEN WAY, MS E327
PALO ALTO, CA 94304

SVP, CAO, Corporate Controller

Signatures

/s/ Michael B. Dunn, attorney-in-fact for Magnus Momsen

**Signature of Reporting Person

2/20/2020

Date

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

* 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).

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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