

VARIAN MEDICAL SYSTEMS INC

Reported by
TOTH CHRISTOPHER A.

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

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

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

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person [*] Toth Christopher A. C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY M/S E327 (Last) (First) (Middle) PALO ALTO, CA 94304 (Street) (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol VARIAN MEDICAL SYSTEMS INC [VAR] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/18/2020 4. If Amendment, Date Original Filed (MM/DD/YYYY)				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP and Pres. Oncology Systems 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			
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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)	Price			
Common Stock	2/18/2020		M		968	A	(1)		2,653	D
Common Stock	2/18/2020		M		837	A	(1)		3,490	D
Common Stock	2/18/2020		M		632	A	(1)		4,122	D
Common Stock	2/18/2020		F		873	D	\$145.9		3,249	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)						
Restricted Stock Units	(1)	2/18/2020		M			968	(2)	(2)	Common Stock	968	(1)	3,571	D
Restricted Stock Units	(1)	2/18/2020		M			837	(3)	(3)	Common Stock	837	(1)	1,886	D
Restricted Stock Units	(1)	2/18/2020		M			632	(4)	(4)	Common Stock	632	(1)	1,254	D

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- 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.
- 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.
- 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.

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

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.