

Toth Christopher A.  
Form 4  
February 20, 2019

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

OMB APPROVAL

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

**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)  
02/15/2019

\_\_\_\_ 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 Ownership (Instr. 4) |       |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |   |
| Common Stock                    | 02/15/2019                           |  | M                              | 837   | A   | Ⓐ  | 837                               | D     |   |
| Common Stock                    | 02/15/2019                           |  | M                              | 967   | A   | Ⓐ  | 1,804                             | D     |   |
| Common Stock                    | 02/15/2019                           |  | M                              | 1,656   | A   | Ⓐ  | 3,460                             | D     |   |
| Common Stock                    | 02/15/2019                           |  | F                              | 1,216   | D   | \$   | 132.74                            | 2,244 | D |
|                                 |                                      |  |                                |   |   | (2)  |                                   |       |   |

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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 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. Pr Deriv Secur (Instr |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                    | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | 837   | <u>(3)</u>   | <u>(3)</u>  | Common Stock             | 837                        |
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | 967   | <u>(4)</u>   | <u>(4)</u>  | Common Stock             | 967                        |
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | 1,656   | <u>(5)</u>   | <u>(5)</u>  | Common Stock             | 1,656                      |

## 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

02/20/2019

\*\*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) 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) 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.
- (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, 2017, February 15, 2018, and February 15, 2019. Vested shares will be delivered to the reporting person on vest 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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