

Raanes Chris
 Form 4/A
 September 08, 2010

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 *
 Raanes Chris

(Last) (First) (Middle)
 1310 CHESAPEAKE TERRACE
 (Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ACCURAY INC [ARRAY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/02/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2010		M	4,000 A \$ 0.75	20,190	D	
Common Stock	04/01/2010		S	4,000 D \$ 6.0792 (1)	16,190	D	
Common Stock	04/01/2010		M	1,000 A \$ 0.75	17,190	D	
Common Stock	04/01/2010		S	1,000 D \$ 6.0792 (1)	16,190	D	
	04/01/2010		M	1,000 A \$ 0.75	17,190	D	

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Common
Stock

Common Stock	04/01/2010		\$	1,000	D	6.0792	16,190	D
						<u>(1)</u>		

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 (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
Incentive Stock Option (right to buy)	\$ 0.75	04/01/2010		M	4,000	<u>(2)</u> 12/02/2012	Common Stock	4,000
Incentive Stock Option (Right to buy)	\$ 0.75	04/01/2010		M	1,000	<u>(2)</u> 12/02/2012	Common Stock	1,000
Incentive Stock Option (Right to buy)	\$ 0.75	04/01/2010		M	1,000	<u>(2)</u> 12/02/2012	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Raanes Chris
1310 CHESAPEAKE TERRACE
SUNNYVALE, CA 94089

SVP COO

Signatures

Michael Olivas for Chris A.
Raanes

09/08/2010

 **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).

This Form 4/A is being filed to amend a previous filing on 4/2/2010, that indicated that Mr. Raanes had disposed of 76,000 shares of Accuray common stock. That filing was in error. Mr. Raanes disposed of 76,000 shares on 2/8/2007 and the transaction was reported
(1) accordingly. The correct filing on 4/2/2010 should have indicated that a total of 6,000 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$6.079173 per share. The actual sale price for the shares was: 300 shares at \$6.0705; 100 shares at \$6.07; 5,489 shares at \$6.08; and 111 shares at \$6.07.

This option is exercisable as the shares vest. A total of 25% of the shares subject to this stock option becomes vested and fully exercisable
(2) on the first anniversary of the vesting commencement date and the remaining shares subject to this option vest and become exercisable in equal monthly installments, ratable over the following 36 months.

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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