

VARIAN MEDICAL SYSTEMS INC  
 Form 3  
 February 06, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Å MOMSEN MAGNUS<br>(Last) (First) (Middle)<br><br>C/O VARIAN MEDICAL SYSTEMS, INC., Å 3100 HANSEN WAY, MS E327<br>(Street)<br><br>PALO ALTO, Å CA Å 94304<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>01/28/2017 | 3. Issuer Name and Ticker or Trading Symbol<br>VARIAN MEDICAL SYSTEMS INC [VAR] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>SVP, CAO, Corporate Controller | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 5,116  | D   | Å  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|   | Date Exercisable          | Expiration Date  | Title        | Amount or Number of Shares | Security          | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|---------------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Non Qualified Stock Option (Right to Buy) | 11/09/2015 <sup>(1)</sup> | 11/09/2019       | Common Stock | 4,057                      | \$ 60.91          | D                                     | Â |
| Non Qualified Stock Option (Right to Buy) | 02/21/2017 <sup>(2)</sup> | 02/21/2021       | Common Stock | 4,343                      | \$ 74.06          | D                                     | Â |
| Non Qualified Stock Option (Right to Buy) | Â <sup>(3)</sup>          | 02/13/2022       | Common Stock | 4,473                      | \$ 81.97          | D                                     | Â |
| Non Qualified Stock Option (Right to Buy) | Â <sup>(4)</sup>          | 02/12/2023       | Common Stock | 6,064                      | \$ 67.12          | D                                     | Â |
| Restricted Stock Units                    | Â <sup>(5)</sup>          | Â <sup>(5)</sup> | Common Stock | 631                        | \$ <sup>(6)</sup> | D                                     | Â |
| Restricted Stock Units                    | Â <sup>(7)</sup>          | Â <sup>(7)</sup> | Common Stock | 1,194                      | \$ <sup>(6)</sup> | D                                     | Â |
| Restricted Stock Units                    | Â <sup>(8)</sup>          | Â <sup>(8)</sup> | Common Stock | 2,185                      | \$ <sup>(6)</sup> | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| MOMSEN MAGNUS<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY, MS E327<br>PALO ALTO, CA 94304 | Â             | Â         | Â SVP, CAO, Corporate Controller | Â     |

## Signatures

/s/ Franco N. Palomba, Attorney in Fact for Magnus Momsen  
Date: 02/06/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 11/09/2013, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
  - (2) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 02/21/2015, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
  - (3) Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3. The option vests as follows: one third on 2/13/2016, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.
  - (4)

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Stock option granted under the Varian Medical Systems, Inc. Third Amended and Restated 2005 Omnibus Stock Plan which complies with Rule 16b-3. The option vests as follows: one third on 2/12/2017, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

- (5) The restricted stock units vest on February 15, 2017. Vested shares will be delivered to the reporting person on vest date.
- (6) Each restricted stock unit represents a contingent right to receive one share of VAR common stock.
- (7) The restricted stock units vest in three equal installments on February 15, 2016, February 15, 2017, and February 15, 2018. Vested shares will be delivered to the reporting person on vest date.
- (8) 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.

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### Remarks:

The terms of each of the reporting person's outstanding options and restricted stock units were adjusted.

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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