Adler John Form 4/A March 24, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Adler John

ACCURAY INC [ARAY]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 02/12/2008

X_ Director 10% Owner Other (specify Officer (give title

1310 CHESAPEAKE TERRACE

(Street)

(State)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/12/2008

J(1)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SUNNYVALE, CA 94089

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership (Instr. 4) Following (Instr. 4)

Reported (A) Transaction(s) or

\$0

(Instr. 3 and 4)

A

Common 02/12/2008 Stock

Code V Amount (D) Price

716

885,486 I

by Trust (2)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Adler John - Form 4/A

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | nd 8. | . Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|----------------------|------------------|-------------|------------------|-------|------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | | Amount of | of D | erivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | | Underlyii | ng S | ecurity | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivati | Derivative | | Securities | s (I | (nstr. 5) | Bene |
| | Derivative | | • | | Securities Acquired | | | (Instr. 3 and 4) | | | Own |
| | Security | | | | | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Dispose | d | | | | | Trans |
| | | | | | of (D) (Instr. 3, | | | | | | (Instr |
| | | | | | | | | | | | · |
| | | | | | 4, and 5) | | | | | | |
| | | | | C 1 1 | (A) (D) | . D. | F | m: 1 A | , | | |
| | | | | Code V | (A) (D | · | Expiration | | | | |
| | | | | | | Exercisable | Date | or | | | |
| | | | | | | | | | ımber | | |
| | | | | | | | | of | | | |
| | | | | | | | | Sh | ares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Adler John

Adler John
1310 CHESAPEAKE TERRACE X
SUNNYVALE, CA 94089

Signatures

By: Lori Rognstad For: John Adler 03/24/2008

**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) Pro rata distribution from Farmers Investment Club, of which the reporting person is a non-managing member.
- (2) Shares held indirectly by John R. Adler Jr. and Marilyn B. Adler, as Trustees or their Successors in interest under the terms of the Adler Family Revocable Trust, dated November 29, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2