

Thomson Euan
Form 4
July 11, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Thomson Euan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

SUNNYVALE, CA 94089

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/09/2012 | | M | | 10,000 A \$ 0.75 | D | |
| Common Stock | 07/09/2012 | | S ⁽¹⁾ | | 10,000 D \$ 6.3008 | D | |
| Common Stock | 07/09/2012 | | M | | 1,899 A \$ 2.5 | D | |
| Common Stock | 07/09/2012 | | M | | 5,000 A \$ 0.75 | D | |
| Common Stock | 07/10/2012 | | M | | 10,000 A \$ 0.75 | D | |

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| | | | | | | | | |
|--------|------------|------------------|--------|---|--------------------|--------|---------|---|
| Common | 07/10/2012 | S ⁽¹⁾ | 10,000 | D | \$ | 6.2655 | 291,029 | D |
| Stock | | | | | (⁽³⁾) | | | |

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

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.

SEC 1474
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 2.5 | 07/09/2012 | | M | 1,899 | <u>(4)</u> 08/10/2014 | Common Stock | 1,899 |
| Non-Qualified Stock Option (right to buy) | \$ 0.75 | 07/09/2012 | | M | 5,000 | <u>(5)</u> 07/09/2013 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 0.75 | 07/09/2012 | | M | 10,000 | <u>(4)</u> 08/27/2013 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 0.75 | 07/10/2012 | | M | 10,000 | <u>(4)</u> 08/27/2013 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomson Euan 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089 | | | President & CEO | |

Signatures

By: Oria De La Cerda For: Euan S
Thomson

07/11/2012

__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).

A portion of these options are being sold so that a portion of the proceeds may be used to increase the CEO's ownership of Accuray stock

(1) in accordance with the adoption of stock ownership guidelines for management by the Board of Directors of Accuray Incorporated in fiscal year 2011.

The sale is pursuant to a 10b5-1 plan adopted on Nov 15, 2011. The sale price represents the weighted average sale price. The shares were

(2) sold at prices ranging from \$6.2675 to \$6.32 per share. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

The sale is pursuant to a 10b5-1 plan adopted on Nov 15, 2011. The sale price represents the weighted average sale price. The shares were

(3) sold at prices ranging from \$6.22 to \$6.39 per share. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) These options are exercisable as they vest. The shares subject to this stock option become vested and fully exercisable in equal monthly installments, ratably over a period of 48-months.

The options are exercisable as they vest. A total of 25% of the entire number of shares subject to this stock option becomes vested and

(5) fully exercisable on the first anniversary of the vesting commencement date and the remaining shares subject to this stock option vest and become exercisable in equal monthly installments, ratably 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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