

ILLINGWORTH DAVID J  
 Form 4  
 February 14, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 ILLINGWORTH DAVID J

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)  
 02/11/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VARIAN MEDICAL SYSTEMS, INC., 3100 HANSEN WAY M/S E-327

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/11/2019                           |  | M                              |   | 1,441   | A  | \$ 0 8,527                        |
| Common Stock                    | 02/12/2019                           |  | M                              |   | 2,384   | A  | \$ 0 10,911                       |

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

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**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|  |  |                                      |  |                                |   |  |   | Amount or Number of Shares                                  |
|  |  |                                      |  |                                |   |  |   | Code  |
|  |  |                                      |  |                                |   |  |   | Date Exercisable  |
|  |  |                                      |  |                                |   |  |   | Expiration Date   |
|  |  |                                      |  |                                |   |  |   | Title   |
| Restricted Stock Units                     | <u>(1)</u>   | 02/11/2019                           |  | M                              | 1,441   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 1,441   |
| Deferred Stock Units                       | <u>(3)</u>   | 02/12/2019                           |  | M                              | 2,384   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 2,384   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ILLINGWORTH DAVID J<br>C/O VARIAN MEDICAL SYSTEMS, INC.<br>3100 HANSEN WAY M/S E-327<br>PALO ALTO, CA 94304 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Michael B. Dunn attorney -in-fact for David J. Illingworth | 02/14/2019 |
| **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) The restricted stock units vest on the earlier of February 9, 2019, or the next Annual Meeting of Stockholders that occurs after the Grant Date. Vested shares will be delivered to the reporting person on vest date.
  - (3) Each Deferred Stock Unit represents the right to receive one share of VAR common stock.
- The Deferred Stock Units vest in four equal quarterly installments over a 12 month period beginning February 10, 2017. Vested shares
- (4) will be delivered to the reporting person on the earlier of three years from the grant date, termination/retirement date, or a change in control.

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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