

Raanes Chris
Form 4
May 18, 2010

FORM 4

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

OMB APPROVAL

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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 *
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)
05/17/2010

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

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 | 05/17/2010 | | M | | 1,000 A \$ 0.75 | 17,190 | D |
| Common Stock | 05/17/2010 | | S | | 1,000 D \$ 6.45 (1) | 16,190 | D |
| Common Stock | 05/18/2010 | | M | | 1,000 A \$ 0.75 | 17,190 | D |
| Common Stock | 05/18/2010 | | S | | 1,000 D \$ 6.4953 (2) | 16,190 | D |
| Common Stock | 05/18/2010 | | M | | 1,000 A \$ 0.75 | 17,190 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-------------------------|--------|---|
| Common Stock | 05/18/2010 | S | 1,000 | D | \$ <u>(2)</u> 6.4953 | 16,190 | D |
| Common Stock | 05/18/2010 | M | 4,000 | A | \$ 0.75 | 20,190 | D |
| Common Stock | 05/18/2010 | S | 4,000 | D | \$ <u>(2)</u> 6.4953 | 16,190 | D |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 0.75 | 05/17/2010 | | M | 1,000 | <u>(3)</u> 12/02/2012 | Common Stock | 1,000 |
| Incentive Stock Option (right to buy) | \$ 0.75 | 05/18/2010 | | M | 1,000 | <u>(3)</u> 12/02/2012 | Common Stock | 1,000 |
| Incentive Stock Option (right to buy) | \$ 0.75 | 05/18/2010 | | M | 1,000 | <u>(3)</u> 12/02/2012 | Common Stock | 1,000 |
| Incentive Stock | \$ 0.75 | 05/18/2010 | | M | 4,000 | <u>(3)</u> 12/02/2012 | Common Stock | 4,000 |

Option
(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Raanes Chris 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089 | | | SVP COO | |

Signatures

By: Lori Serrano For: Chris A. Raanes 05/18/2010

__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).

(1) These shares were sold pursuant to a 10b5-1 plan at \$6.45 per share.

A total of 6,000 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$6.495333 per share. The actual sale price for the

(2) shares was: 800 shares at \$6.53; 800 shares at \$6.54; 600 shares at \$6.47; 200 shares at \$6.46; 600 shares at \$6.50; 1,100 shares at \$6.49; 1,000 shares at \$6.45; 700 shares at \$6.51; and 200 shares at \$6.48.

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

(3) 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. 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.