Thomson Euan Form 4 June 11, 2010

## FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

**OMB APPROVAL** 

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

Form 5 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Thomson Euan Issuer Symbol ACCURAY INC [ARAY] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 1310 CHESAPEAKE TERRACE 06/10/2010 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### SUNNYVALE, CA 94089

(State)

(Zin)

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4) Amount	ed of (	D)	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)
Common Stock	06/10/2010		M	12,500	A	\$ 0.75	67,500	D	
Common Stock	06/10/2010		S <u>(1)</u>	12,500	D	\$ 6.3817 (2)	55,000	D	

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

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Person

#### Edgar Filing: Thomson Euan - Form 4

# 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. Transacti Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.75	06/10/2010		M	12,500	<u>(3)</u>	03/28/2012	Common Stock	12,500

## **Reporting Owners**

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

## **Signatures**

By: Michael Olivas For: Euan S.
Thomson

06/11/2010

\*\*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).
- 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 anticipation of the adoption of stock ownership guidelines for management by the Board of Directors of Accuray Incorporated in fiscal year 2011.
- A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$6.3817 per shares. The actual sale price for the shares was:300 shares at \$6.26; 500 shares at \$6.28; 200 shares at \$6.31; 200 shares at \$6.34; 106 shares at \$6.35; 1,494 shares at \$6.36; 700 shares at \$6.37; 783 shares at \$6.38; 3,236 shares at \$6.39; 2,221 shares at \$6.40; 100 shares at \$6.4025; 1,960 shares at \$6.41; 400 shares at \$6.42; 300 shares at \$6.43.
- 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.

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