Thomson Euan Form 4 February 02, 2011

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

subject to Section 16.

Form 4 or 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 *

Thomson Euan

2. Issuer Name and Ticker or Trading

Symbol

ACCURAY INC [ARAY]

(Middle) (Last) (First)

3. Date of Earliest Transaction

(Month/Day/Year) 01/31/2011

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) President & CEO

1310 CHESAPEAKE TERRACE

(Street)

(State)

(Month/Day/Year)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

Issuer

SUNNYVALE, CA 94089

Security

(Instr. 3)

(City) 1.Title of 2. Transaction Date 2A. Deemed

3. Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Beneficially Owned (I) Following (Instr. 4)

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5)

> Code V (A) (D) Date Expiration Title Amo Exercisable Date or

Non-Qualified

Stock Option \$ 8.56 01/31/2011 (right to buy)

 $A^{(1)}$ 40,000 (2)

Common 01/31/2021 40,0 Stock

Num of Sh

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Thomson Euan President 1310 CHESAPEAKE TERRACE & CEO SUNNYVALE, CA 94089

Signatures

By: Michael Olivas For: Euan S. 02/02/2011 Thomson

> **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) This annual grant is being issued pursuant with Mr. Thomson's employment agreement.
- 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.

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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