Thomson Euan Form 4 March 11, 2011

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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	5. Relationship of Reporting Person(s) to Issuer		
			ACCURAY INC [ARAY]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1310 CHESAPEAKE TERRACE			(Month/Day/Year) 03/10/2011	Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO		
(Street) SUNNYVALE, CA 94089			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
			Filed(Month/Day/Year)			

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	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. Transactio Code (Instr. 8)		ed of (	` ′	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	03/10/2011		M	12,500	A	\$ 0.75	185,800	D	
Common Stock	03/10/2011		S <u>(1)</u>	12,500	D	\$ 8.2824	173,300	D	

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

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.

(2)

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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. Transacti Code (Instr. 8)	5. Number of dependence of Derivative Expiration Date Expiration Date (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	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	03/10/2011		М	12,500	(3)	03/28/2012	Common Stock	12,500

## **Reporting Owners**

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

## **Signatures**

By: Michael Olivas For: Euan S.
Thomson

03/11/2011

\*\*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.
  - A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$8.2824 per share. The actual sale price for the shares was: 600 shares at \$8.18; 2,686 shares at \$8.20; 114 shares at \$8.23; 1,100 shares at \$8.24; 100 shares at \$8.2423; 400 shares at
- (2) \$8.25; 801 shares at \$8.26; 300 shares at \$8.28; 1,100 shares at \$8.29; 599 shares at \$8.30; 900 shares at \$8.31; 300 shares at \$8.32; 600 shares at \$8.33; 1,300 shares at \$8.34; 550 shares at \$8.38; 300 shares at \$8.39; 150 shares at \$8.40; 200 shares at \$8.43; 400 shares at \$8.48.
- 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.

Reporting Owners 2