

Thomson Euan  
Form 4  
September 19, 2011

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Thomson Euan

2. Issuer Name **and** Ticker or Trading  
Symbol  
ACCURAY INC [ARRAY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1310 CHESAPEAKE TERRACE

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/15/2011

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

President & CEO

(Street)

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 09/15/2011                              |                                                             | M                                    | 10,000                                                                  | A \$ 0.75                                                                                                          | 204,132                                                                 | D                                                                              |
| Common<br>Stock                       | 09/15/2011                              |                                                             | S <sup>(1)</sup>                     | 10,000                                                                  | D \$<br><u>(2)</u> 5.0304                                                                                          | 194,132                                                                 | D                                                                              |
| Common<br>Stock                       | 09/16/2011                              |                                                             | M                                    | 10,000                                                                  | A \$ 0.75                                                                                                          | 204,132                                                                 | D                                                                              |
| Common<br>Stock                       | 09/16/2011                              |                                                             | S <sup>(1)</sup>                     | 10,000                                                                  | D \$<br><u>(3)</u> 5.1543                                                                                          | 194,132                                                                 | D                                                                              |
|                                       | 09/19/2011                              |                                                             | M                                    | 12,000                                                                  | A \$ 2.5                                                                                                           | 206,132                                                                 | D                                                                              |

# Edgar Filing: Thomson Euan - Form 4

Common  
Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Incentive<br>Stock Option<br>(right to buy)         | \$ 2.5                                                             | 09/19/2011                              |                                                             | M                                    | 12,000                                                                                                       | <u>(4)</u> 08/10/2014                                          | Common<br>Stock                                                | 12,000                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0.75                                                            | 09/15/2011                              |                                                             | M                                    | 10,000                                                                                                       | <u>(5)</u> 08/27/2013                                          | Common<br>Stock                                                | 10,000                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 0.75                                                            | 09/16/2011                              |                                                             | M                                    | 10,000                                                                                                       | <u>(5)</u> 08/27/2013                                          | Common<br>Stock                                                | 10,000                              |

## Reporting Owners

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

## Signatures

By: Oria De La Cerda For: Euan S  
Thomson 09/19/2011

\_\_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.

Represents the weighted average sale price. The shares were sold at prices ranging from \$4.72 to \$5.37 per share. The Reporting Person  
(2) will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price. The shares were sold at prices ranging from \$5.0204 to \$5.29 per share. The Reporting  
(3) Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

These options are exercisable as they vest. The shares subject to this stock option become vested and fully exercisable in equal monthly  
(4) installments, ratably over a period of 48-months.

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  
(5) 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.

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