Raanes Chris

SUNNYVALE

П

(Last)

(Street)

(City)

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).

1. Name and Address of Reporting Person*

1310 CHESAPEAKE TERRACE

(First)

CA

(State)

(Middle)

94089

(Zip)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant t or Section

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940			hours per respo	onse:	0.5
2. Issuer Name and Ticker or Trading Symbol ACCURAY INC [ARAY]		ionship of R all applicabl Director	Reporting Person(s) to Issue ble) 10% Own		
3. Date of Earliest Transaction (Month/Day/Year) 11/16/2010	x	Officer (giv below)	e title	Other (specif below)	ý

SVP COO

6. Individual or Joint/Group Filing (Check Applicable Line) Х 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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	11/16/2010		М		1,000	A	\$0.75	59,572	D		
Common Stock	11/16/2010		S		1,000	D	\$6.02 ⁽¹⁾	58,572	D		
Common Stock	11/16/2010		М		5,000	A	\$0.75	63,572	D		
Common Stock	11/16/2010		S		5,000	D	\$6.0172 ⁽²⁾	58,572	D		

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. Transa Code (8)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$0.75	11/16/2010		М			1,000	(3)	12/02/2012	Common Stock	1,000	\$0	219,000	D	
Incentive Stock Option (right to buy)	\$0.75	11/16/2010		М			5,000	(3)	12/02/2012	Common Stock	5,000	\$0	214,000	D	

Explanation of Responses:

1. These shares were sold pursuant to a 10b5-1 plan.

2. A total of 5,000 shares were sold pursuant to a 10b-5-1 Plan at an average sale price of \$6.017216 per share. The actual sale price for the shares was: 1,000 shares at \$6.029; 1,764 shares at \$6.00; 236 shares at \$6.03; 2,000 shares at \$6.025.

3. 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 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.

> By: Michael Olivas For: Chirs 11/17/2010 A. Raanes

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Date