

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Wu Wayne</u>  (Last) (First) (Middle) 1310 CHESAPEAKE TERRACE  (Street) SUNNYVALE CA 94089  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACCURAY INC [ ARAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2008		G		1,000 <sup>(1)</sup>	D	\$0	560,075	D	
Common Stock	03/14/2008		G		1,000 <sup>(2)</sup>	D	\$0	559,075	D	
Common Stock	03/14/2008		G		1,000 <sup>(2)</sup>	A	\$0	1,000	I	by Daughter
Common Stock	03/14/2008		G		1,000 <sup>(3)</sup>	A	\$0	2,000	I	by Daughter
Common Stock	03/14/2008		G		1,000 <sup>(1)</sup>	A	\$0	1,000	I	by Son
Common Stock	03/14/2008		G		1,000 <sup>(4)</sup>	A	\$0	2,000	I	by Son
Common Stock	03/14/2008		G		1,000 <sup>(4)</sup>	D	\$0	147,580	I	by Spouse
Common Stock	03/14/2008		G		1,000 <sup>(3)</sup>	D	\$0	146,580	I	by Spouse

**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. Transaction Code (Instr. 8)		5. Number of 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 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					

**Explanation of Responses:**

- The shares gifted by the reporting person on March 14, 2008, were gifted to a custodial account for the benefit of the reporting person's minor son.
- The shares gifted by the reporting person on March 14, 2008, were gifted to a custodial account for the benefit of the reporting person's minor daughter.
- The shares gifted by the spouse of the reporting person on March 14, 2008, were gifted to a custodial account for the benefit of the reporting person's minor daughter.
- The shares gifted by the spouse of the reporting person on March 14, 2008, were gifted to a custodial account for the benefit of the reporting person's minor son.

By: Lori Rognstad For: Wayne Wu 03/14/2008

\*\* Signature of Reporting Person Date

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.