

**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>Thomson Euan</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/22/2012		M		10,000	A	\$0.75	301,029	D	
Common Stock	08/22/2012		S <sup>(1)</sup>		10,000	D	\$6.3812 <sup>(2)</sup>	291,029	D	
Common Stock	08/23/2012		M		10,000	A	\$0.75	301,029	D	
Common Stock	08/23/2012		S <sup>(1)</sup>		10,000	D	\$6.2431 <sup>(3)</sup>	291,029	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. 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						Title
Non-Qualified Stock Option (right to buy)	\$0.75	08/22/2012		M			10,000	(4)	08/27/2013	Common Stock	10,000	\$0	292,101	D	
Non-Qualified Stock Option (right to buy)	\$0.75	08/23/2012		M			10,000	(4)	08/27/2013	Common Stock	10,000	\$0	282,101	D	

**Explanation of Responses:**

- 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 in accordance with the adoption of stock ownership guidelines for management by the Board of Directors of Accuray Incorporated in fiscal year 2011.
- The sale is pursuant to a 10b5-1 plan adopted on Nov 15, 2011. The sale price represents the weighted average sale price. The shares were sold at prices ranging from \$6.30 to \$6.47 per share. The Reporting 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.
- The sale is pursuant to a 10b5-1 plan adopted on Nov 15, 2011. The sale price represents the weighted average sale price. The shares were sold at prices ranging from \$6.16 to \$6.36 per share. The Reporting 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 installments, ratably over a period of 48-months.

By: Oria De La Cerda For: 08/23/2012  
Euan S Thomson

\*\* 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.