

ACCURAY INC
Form 4
March 14, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wu Wayne

(Last) (First) (Middle)
1310 CHESAPEAKE TERRACE
(Street)
SUNNYVALE, CA 94089
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (D) Price			
Common Stock	03/14/2008		G	1,000 (1) D \$ 0	560,075	D	
Common Stock	03/14/2008		G	1,000 (2) D \$ 0	559,075	D	
Common Stock	03/14/2008		G	1,000 (2) A \$ 0	1,000	I	by Daughter
Common Stock	03/14/2008		G	1,000 (3) A \$ 0	2,000	I	by Daughter
Common Stock	03/14/2008		G	1,000 (1) A \$ 0	1,000	I	by Son
	03/14/2008		G	A \$ 0	2,000	I	by Son

Common Stock				1,000 <u>(4)</u>					
Common Stock	03/14/2008		G	1,000 <u>(4)</u>	D	\$ 0	147,580	I	by Spouse
Common Stock	03/14/2008		G	1,000 <u>(3)</u>	D	\$ 0	146,580	I	by Spouse

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wu Wayne 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089		X		

Signatures

By: Lori Rognstad For:
Wayne Wu 03/14/2008
**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).

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.

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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