## Edgar Filing: Londy Kelly - Form 4

Lands, Valle

Form 4											
December 02,									OMB A	PPROVAL	
FORM	4 UNITE	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							-	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed p Section 1								burden hou response	Expires:January 31 2005Estimated average burden hours per response0.5	
(Print or Type Re	esponses)										
Londer Valler			2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
AC				ACCURAY INC [ARAY]				(Check all applicable)			
(Mon 1310 CHESAPEAKE TERRACE 11/30			3. Date of Earliest Transaction (Month/Day/Year) 11/30/2011					Director10% Owner XOfficer (give titleOther (specify below) below) SVP, Chief Commercial Officer			
			4. If Amer	If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SUNNYVAI	le, ca 94089		Filed(Mon	th/Day/Year)				Applicable Line) _X_Form filed by 0 Form filed by N Person	One Reporting Pe Aore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurif	ies Acc	uired, Disposed of	f. or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3.	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	ies Ac sposed	quired of	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	
Common Stock	11/30/2011			A <u>(1)</u>	27,500	А	\$0	27,500	D		

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.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Date es (Month/Day/Year) d (A) or d of (D)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified Stock Option (right to buy)	\$ 4	11/30/2011		А	100,000	(2)	11/30/2021	Common Stock	10

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r o o transmission and the	Director	10% Owner	Officer	Other			
Londy Kelly 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089			SVP, Chief Commercial Officer				
Signatures							
By: Oria De La Cerda For: Kelly Londy		12/01/2011					

\*\*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).
- The restricted stock units (RSUs) are released as they vest. A total of 25% of the shares subject to this grant become vested and are
   (1) released on the first anniversary of the vesting commencement date and the remaining shares vest and are released at a rate of 25% a year on each anniversiary of the vesting commencement date over the remaining three years.

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(2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.