

Thomson Euan  
Form 4  
August 26, 2010

**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).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Thomson Euan

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1310 CHESAPEAKE TERRACE

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/25/2010

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

President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

SUNNYVALE, CA 94089

(City) (State) (Zip)

**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	08/25/2010		M		12,500	A	\$ 0.75 77,500
Common Stock	08/25/2010		S <sup>(1)</sup>		12,500	D	\$ 6.3484 65,000
Common Stock	08/25/2010		M		10,000	A	\$ 0.75 75,000

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**

SEC 1474  
(9-02)

**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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.75	08/25/2010		M		12,500		<u>(3)</u>	03/28/2012	Common Stock	12,500
Incentive Stock Option (right to buy)	\$ 0.75	08/25/2010		M		10,000		<u>(3)</u>	03/28/2012	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Thomson Euan 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089	President & CEO

## Signatures

By: Michael Olivas For: Euan S.  
Thomson 08/26/2010

\_\_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).

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  
(1) in accordance with the adoption of stock ownership guidelines for management by the Board of Directors of Accuray Incorporated in fiscal year 2011.

(2)

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A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$6.3484 per share. The actual sale price for the shares was: 200 shares at \$6.27; 800 shares at \$6.28; 100 shares at \$6.29; 88 shares at \$6.2950; 700 shares at \$6.30; 700 shares at \$6.31; 2,012 shares at \$6.32; 1900 shares at \$6.33; 300 shares at \$6.34; 800 shares at \$6.35; 800 shares at \$6.36; 1,000 shares at \$6.37; 300 shares at \$6.38; 157 shares at \$6.39; 543 shares at \$6.40; 1,600 shares at \$6.41; 200 shares at \$6.42; 100 shares at \$6.47; 100 shares at \$6.48; 100 shares at \$6.57.

- 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
- (3) 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.

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