

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	
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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 & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/24/2011		M		10,000	A	\$0.75	192,132	D	
Common Stock	08/24/2011		S ⁽¹⁾		10,000	D	\$4.7167 ⁽²⁾	182,132	D	
Common Stock	08/25/2011		M		10,000	A	\$0.75	192,132	D	
Common Stock	08/25/2011		S ⁽¹⁾		10,000	D	\$4.6232 ⁽³⁾	182,132	D	
Common Stock	08/25/2011		M		12,000	A	\$2.5	194,132	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
Incentive Stock Option (right to buy)	\$2.5	08/25/2011		M			12,000	(4)	08/10/2014	Common Stock	12,000	\$0	63,899	D	
Non-Qualified Stock Option (right to buy)	\$0.75	08/24/2011		M			10,000	(5)	08/27/2013	Common Stock	10,000	\$0	472,501	D	
Non-Qualified Stock Option (right to buy)	\$0.75	08/25/2011		M			10,000	(5)	08/27/2013	Common Stock	10,000	\$0	462,501	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.
- A total of 10,000 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$4.7167 per share. The actual sale price for the shares was: 200 shares at \$4.63; 600 shares at \$4.64; 100 shares at \$4.65; 200 shares at \$4.67; 100 shares at \$4.675; 400 shares at \$4.68; 100 shares at \$4.6802; 800 shares at \$4.69; 100 shares at \$4.695; 700 shares at \$4.70; 1,000 shares at \$4.71; 100 shares at \$4.7109; 1,100 shares at \$4.72; 100 shares at \$4.7275; 1,500 shares at \$4.73; 300 shares at \$4.7305; 200 shares at \$4.735; 835 shares at \$4.74; 265 shares at \$4.75; 200 shares at \$4.76; 200 shares at \$4.77; 300 shares at \$4.78; 100 shares at \$4.7807; 300 shares at \$4.79; 200 shares at \$4.80.
- A total of 10,000 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$4.6232 per share. The actual sale price for the shares was: 200 shares at \$4.5305; 500 shares at \$4.54; 300 shares at \$4.5404; 100 shares at \$4.5405; 100 shares at \$4.5407; 100 shares at \$4.5408; 500 shares at \$4.55; 800 shares at \$4.56; 100 shares at \$4.5607; 300 shares at \$4.57; 100 shares at \$4.5703; 200 shares at \$4.58; 100 shares at \$4.59; 100 shares at \$4.5904; 100 shares at \$4.5906; 100 shares at \$4.5907; 300 shares at \$4.60; 100 shares at \$4.6002; 100 shares at \$4.6003; 100 shares at \$4.6004; 100 shares at \$4.6006; 600 shares at \$4.61; 500 shares at \$4.62; 100 shares at \$4.6202; 200 shares at \$4.63; 200 shares at \$4.64; 100 shares at \$4.6405; 300 shares at \$4.65; 200 shares at \$4.6511; 200 shares at \$4.66; 100 shares at \$4.6602; 400 shares at \$4.67; 100 shares at \$4.6703; 800 shares at \$4.68; 100 shares at \$4.6811; 200 shares at \$4.69; 100 shares at \$4.70; 100 shares at \$4.7007; 400 shares
- 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.
- 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 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.

By: Oria De La Cerda For: 08/26/2011
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.

Power OF ATTORNEY

Known all by these presents, that the undersigned hereby authorizes (i) Michael Olivas, Oria De La Cerda or Darren Milliken of Accuray Incorporated (the "Company") and (ii) any attorney employed in the Palo Alto, CA office of Wilson Sonsini Goodrich & Rosati, to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5, and any amendments thereto, and cause such form(s) to be filed with the U.S. Securities and Exchange Commission (the "SEC") pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This power of attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of March, 2011.

/s/ Euan S. Thomson
Signature

Euan S. Thomson
Print Name