

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Tu Ted T.C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>ACCURAY INC [ARAY]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2007</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>1310 CHESAPEAKE TERRACE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SUNNYVALE CA 94089</u>								
(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	02/13/2007		M		2,881,502	A	(1)	5,047,730	I	See Footnote(4)
Common Stock	02/13/2007		S		1,878,807	D	\$18	3,168,923	I	See Footnote(4)
Common Stock	02/13/2007		M		2,499,997	A	(2)	5,668,920	I	See Footnote(4)
Common Stock	02/13/2007		M		4,000,000	A	(3)	9,668,920	I	See Footnote(4)

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	Amount or Number of Shares				
Series A Preferred Stock	(1)	02/13/2007		M		1,897,197		(5)	(6)	Common Stock	2,881,502	(1)	0	I	See Footnote(4)
Series B Preferred Stock	(2)	02/13/2007		M		333,333		(5)	(6)	Common Stock	2,499,997	(2)	0	I	See Footnote(4)
Series C Preferred Stock	(3)	02/13/2007		M		4,000,000		(5)	(6)	Common Stock	4,000,000	(3)	0	I	See Footnote(4)

Explanation of Responses:

- Each 1 share of Series A Preferred Stock converts into approximately 1.5188208 shares of Common Stock.
- Each 1 share of Series B Preferred Stock converts into approximately 7.5 shares of Common Stock.
- Each 1 share of Series C Preferred Stock converts into approximately 1 share of Common Stock.
- President (BVI) International Investment Holdings Ltd., or PIHH, is a wholly-owned subsidiary of President International Development Corporation, or PIDC, which is a 61% owned subsidiary of Uni-President Enterprises Corp., or Uni-President, a Republic of China company publicly traded the Taiwan Stock Exchange. Mr. Tu, one of Issuer's directors is the President of PIDC. Thirteen individuals who comprise the Board of Directors and supervisors of Uni-President may be deemed to share dispositive and voting power over the shares owned by PIHH. Each of the thirteen individuals disclaims beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein.
- Accuray's Preferred Stock may be converted into shares of Common Stock, at the applicable conversion ratio, at the election of such Preferred stockholder at any time. All shares of Accuray's Preferred Stock automatically convert into shares of Common Stock, at the applicable conversion ratio, at the Closing of Accuray's Initial Public Offering.
- Not Applicable

/s/ Lori Rognstad by Power of Attorney 02/14/2007

** 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.