SEC Form 4

П

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

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 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Addrese Thomson Eug	ss of Reporting Perso an	on [*]	2. Issuer Name and Ticker or Trading Symbol <u>ACCURAY INC</u> [ARAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) 1310 CHESAPE	(First) CAKE TERRACE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2007	X Officer (give title Other (specify below) below) President CEO				
(Street) SUNNYVALE (City)	UNNYVALE CA 94089		4. If Amendment, Date of 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				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)			
12/10/2007		М		30,000	A	\$0.75	30,000	D				
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transa (Month/Day/Year) 2. Code (8) Code	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Disposed Of 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5.	2. Transaction Date (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) A Deemed if any (Month/Day/Year) A Securities Acquired Disposed Of (D) (Instr. 8) Code (Instr. 8) Code V Amount (A) or (D)	2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) 20 Code (Instr. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 4. and 5) Code (Instr. 4. Securities Acquired (A) or (D) (Instr. 4. and 5) Code (Instr. 4. and 5) Price	2. Transaction Date (Month/Day/Year) A Deemed if any (Month/Day/Year) A Deemed if any (Month/Day/Year) A Deemed if any (Month/Day/Year) A Deemed if any (Month/Day/Year) A Deemed Code (Instr. 3, 4 and 5) A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) A Deemedically Owned Following Reported Transaction(s) (Instr. 3 and 4) A mount (A) or (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code [Instr. 4] Code [Instr. 4] Code [V Amount (A) or Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Price (D) Price (D) Price (D) Price			

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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Incentive Stock Option (right to buy)	\$0.75	12/10/2007		М			30,000	(1)	03/28/2012	Common Stock	30,000	\$0	407,499	D	

Explanation of Responses:

1. 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: Lori Rognstad For: Euan S. 12/11/2007

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.