

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 X Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2011	
		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

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	02/02/2011		M		12,500	A	\$0.75	175,800	D	
Common Stock	02/02/2011		S ⁽¹⁾		12,500	D	\$8.6883 ⁽²⁾	163,300	D	
Common Stock	02/03/2011		M		12,500	A	\$0.75	175,800	D	
Common Stock	02/03/2011		S ⁽¹⁾		12,500	D	\$8.7613 ⁽³⁾	163,300	D	
Common Stock	02/03/2011		M		7,500	A	\$2.5	170,800	D	
Common Stock	02/03/2011		M		2,500	A	\$1.4	173,300	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)	\$0.75	02/02/2011		M			12,500	(4)	03/28/2012	Common Stock	12,500	\$0	25,832	D	
Incentive Stock Option (right to buy)	\$0.75	02/03/2011		M			12,500	(4)	03/28/2012	Common Stock	12,500	\$0	13,332	D	
Incentive Stock Option (right to buy)	\$1.4	02/03/2011		M			2,500	(5)	03/16/2014	Common Stock	2,500	\$0	0	D	
Incentive Stock Option (right to buy)	\$2.5	02/03/2011		M			7,500	(5)	08/10/2014	Common Stock	7,500	\$0	83,899	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 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$8.6883 per share. The actual sale price for the shares was: 200 shares at \$8.59; 100 shares at \$8.60; 800 shares at \$8.61; 200 shares at \$8.6118; 300 shares at \$8.62; 600 shares at \$8.63; 1,500 shares at \$8.64; 200 shares at \$8.65; 1,200 shares at \$8.66; 300 shares at \$8.69; 200 shares at \$8.6908; 1,400 shares at \$8.70; 788 shares at \$8.71; 400 shares at \$8.72; 1,300 shares at \$8.73; 612 shares at \$8.7350; and 300 shares at \$8.74; 500 shares at \$8.7450; 1,228 shares at \$8.75; 372 shares at \$8.76.
- A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of \$8.7613 per share. The actual sale price for the shares was: 700 shares at \$8.64; 200 shares at \$8.6402; 200 shares at \$8.6412; 400 shares at \$8.65; 205 shares at \$8.66; 800 shares at \$8.67; 200 shares at \$8.68; 5 shares at \$8.69; 90 shares at \$8.71; 100 shares at \$8.72; 1,100 shares at \$8.73; 1,000 shares at \$8.76; 1,100 shares at \$8.77; 300 shares at \$8.78; 100 shares at \$8.7804; 200 shares at \$8.7813; 700 shares at \$8.79; 100 shares at \$8.7901; 100 shares at \$8.7904; 100 shares at \$8.7925; 1,800 shares at \$8.80; 400 shares at \$8.81; 300 shares at \$8.8103; 200 shares at \$8.8104; 400 shares at \$8.82; 100 shares at \$8.8203; 100 shares at \$8.8204; 400 shares at \$8.83; 100 shares at \$8.84; 200 shares at \$8.8501; 100 shares at \$8.8504; 400 shares at \$8.86; 100 shares at \$8.87; 200 shares at \$8.8702.
- 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.

5. 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.

By: [Michael Olivas For: Euan S. Thomson](#) [02/04/2011](#)

** 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.

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