

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Varian Medical Systems, Inc. to Withdraw its Common Stock, \$1.00 par value, and Associated Preferred Stock Purchase Rights, from Listing and Registration on the Pacific Exchange, Inc. File No. 1-07598

July 27, 2005

On June 14, 2005, Varian Medical Systems, Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$1.00 par value, and associated preferred stock purchase rights ("Securities"), from listing and registration on the Pacific Exchange, Inc. ("PCX"). Notice of such application requesting comments was published in the Federal Register on July 6, 2005.³ No comments were received. As discussed below, the Commission is granting the application.

On May 19, 2005, the Board of Directors ("Board") of the Issuer approved resolutions to withdraw the Securities from listing and registration on PCX. The Issuer stated in its application that the Securities are listed on both the New York Stock Exchange, Inc. ("NYSE") and PCX. The Issuer stated that the Board's reason for requesting withdrawal of the Securities is the belief by the Board and Issuer that the benefits of being listed on PCX are outweighed by the added administrative burdens and expenses.

The Issuer stated in its application that it has complied with PCX rules by complying with all applicable laws in effect in the state of Delaware, the state in which the Issuer is incorporated, and by filing with PCX the required documents governing the withdrawal of securities from listing

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 51939 (June 29, 2005), 70 FR 38984.

and registration on PCX. The Issuer's application relates solely to the withdrawal of the Securities from listing on PCX and shall not affect its continued listing on the NYSE or its obligation to be registered under Section 12(b) of the Act.⁴

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on July 28, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Jonathan G. Katz
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 17 CFR 200.30-3(a)(1).