Thomson Euan
Form 4
October 12, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomson Euan

(Last) (First) (Middle)

1310 CHESAPEAKE TERRACE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ACCURAY INC [ARAY]

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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	10/07/2010		M		12,500	A	$ 0.75	135,800	D	
Common Stock	10/07/2010		S(1)		12,500	D	$ 6.061 (2)	123,300	D	
Common Stock	10/08/2010		M		12,500	A	$ 0.75	135,800	D	
Common Stock	10/08/2010		S(1)		12,500	D	$ 6.0317 (3)	123,300	D	
Common Stock	10/08/2010		M		10,000	A	$ 0.75	133,300	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	$ 0.75	10/07/2010		M			12,500	(4)	03/28/2012	Common Stock	12,500
Incentive Stock Option (right to buy)	$ 0.75	10/08/2010		M			12,500	(4)	03/28/2012	Common Stock	12,500
Incentive Stock Option (right to buy)	$ 0.75	10/08/2010		M			10,000	(4)	03/28/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson Euan 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089			President & CEO	

Signatures

By: Michael Olivas For: Euan S. Thomson	10/11/2010

**Signature of Reporting Person Date

Explanation of Responses:

***** 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).

(1) 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.

(2) A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of $6.0610 per share. The actual sale price for the shares was: 1,300 shares at $6.01; 300 shares at $6.02; 100 shares at $6.03; 894 shares at $6.04; 3,399 shares at $6.05; 200 shares at $6.0501; 100 shares at $6.0502; 200 shares at $6.0503; 200 shares at $6.0512; 457 shares at $6.06; 740 shares at $6.07; 805 shares at $6.08; 2,600 shares at $6.09; 200 shares at $6.0901; 100 shares at $6.0904; 405 shares at $6.10; and 100 shares at $6.1002; 300 shares at $6.11; 100 shares at $6.1104.

(3) A total of 12,500 shares were sold pursuant to a 10b5-1 Plan, at an average sale price of $6.0317 per share. The actual sale price for the shares was: 2,900 shares at $6.00; 100 shares at $6.0001; 100 shares at $6.0075; 2,582 shares at $6.0100; 278 shares at $6.0101; 100 shares at $6.0104; 100 shares at $6.0175; 818 shares at $6.02; 100 shares at $6.0201; 100 shares at $6.0212; 222 shares at $6.03; 300 shares at $6.04; 1,100 shares at $6.05; 600 shares at $6.06; 100 shares at $6.0604; 600 shares at $6.07; 300 shares at $6.08; 306 shares at $6.09; 590 shares at $6.10; 200 shares at $6.11; 704 shares at $6.12; 100 shares at $6.1204; 200 shares at $6.1205.

(4) 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.

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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