

Thomson Euan
Form 4/A
May 28, 2010

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomson Euan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1310 CHESAPEAKE TERRACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2010

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/27/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2010		S ⁽¹⁾		12,500	D	6.1073 <u>(2)</u>
							\$ 45,000

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

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

Signatures

By: Lori Serrano For: Euan S. Thomson
 05/28/2010
 __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 anticipation of 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 \$6.1073 per share. The actual sale price for the shares was: 1000 shares at \$5.99; 100 shares at \$6.00; 100 shares at \$6.04; 800 shares at \$6.05; 179 shares at \$6.06; 300 shares at \$6.08; 121 shares at \$6.09; 1556 shares at \$6.10; 100 shares at \$6.1050; 1193 shares at \$6.11; 1451 shares at \$6.12; 1800 shares at \$6.13; 300 shares at \$6.1350; 1500 shares at \$6.14; 600 shares at \$6.1450; 500 shares at \$6.15; and 900 shares at \$6.16.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.