

Milliken Darren J.
Form 3
May 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Milliken Darren J. | | (Month/Day/Year) | ACCURAY INC [ARRAY] | |
| (Last) | (First) | (Middle) | 05/18/2009 | |
| 1310 CHESAPEAKE TERRACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SUNNYVALE,Â CAÂ 94089 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP, Gen Counsel & Corp Sec. | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 11,750 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|-----------------|--------|----------|-------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 05/18/2014 | Common Stock | 76,000 | \$ 1.75 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 10/31/2018 | Common Stock | 15,000 | \$ 6.32 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 01/31/2017 | Common Stock | 11,225 | \$ 9.52 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 12/31/2017 | Common Stock | 1,275 | \$ 15.22 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Milliken Darren J. 1310 CHESAPEAKE TERRACE SUNNYVALE, CA 94089 | Â | Â | Â SVP, Gen Counsel & Corp Sec. | Â |

Signatures

Darren J. Milliken
05/22/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Subject to continued service as an Employee through the applicable vesting date, 3,000 RSUs shall vest as follows: twenty-five percent (25%) a year on the anniversary of the grant date over a four year period. The remaining 8,750 shares will vest as follows: (ii) twenty percent (20%) of the RSUs shall vest on the second anniversary of the Grant Date; (iii) thirty percent (30%) of the RSUs shall vest on the third anniversary of the Grant Date; and (iv) forty percent (40%) of the RSUs shall vest on the fourth anniversary of the Grant Date.
 - (2) 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.
 - (3) 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.

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.