

HOLOGIC INC
Form 4
November 12, 2013

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 *
Mills Roger D.

(Last) (First) (Middle)
35 CROSBY DRIVE
(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOLOGIC INC [HOLX]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & GM, Service & Operations

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/08/2013 | | M | 1,390 A | \$ 22.04 38,793 | D | |
| Common Stock | 11/08/2013 | | F | 454 ⁽¹⁾ D | \$ 22.04 38,339 | D | |
| Common Stock | 11/08/2013 | | M | 1,375 A | \$ 22.04 39,714 | D | |
| Common Stock | 11/08/2013 | | F | 449 ⁽²⁾ D | \$ 22.04 39,265 | D | |
| Common Stock | 11/11/2013 | | M | 1,389 A | \$ 22.899 40,654 | D | |

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Common Stock 11/11/2013 F 453 ⁽³⁾ D \$ 22.899 40,201 D

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit Award (right To Receive) | \$ 0 | 11/08/2013 | | M | 1,390 | ⁽⁴⁾ 11/09/2015 | Common Stock | 1,390 |
| Restricted Stock Unit Award (right To Receive) | \$ 0 | 11/08/2013 | | M | 1,375 | ⁽⁴⁾ 11/10/2014 | Common Stock | 1,375 |
| Restricted Stock Unit Award (right To Receive) | \$ 0 | 11/11/2013 | | M | 1,389 | ⁽⁴⁾ 11/11/2013 | Common Stock | 1,389 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mills Roger D. 35 CROSBY DRIVE BEDFORD, MA 01730 | | | SVP & GM, Service & Operations | |

Signatures

/s/ Mark J. Casey, Attorney-In-Fact for Roger D.
Mills

11/12/2013

__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) The transaction reported herein reflects the disposition of 454 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person on November 9, 2011.
- (2) The transaction reported herein reflects the disposition of 449 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person on November 10, 2010.
- (3) The transaction reported herein reflects the disposition of 453 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person on November 11, 2009.
- (4) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to the 2008 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.

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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