

HOLOGIC INC
Form 4
December 08, 2016

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 *
MACMILLAN STEPHEN P

(Last) (First) (Middle)
250 CAMPUS DRIVE
(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2016

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)
Chairman, President and CEO

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 or Price | | |
| Common Stock | 12/06/2016 | | M | | 19,628 | A | (1) 469,938 |
| Common Stock | 12/06/2016 | | F | | 9,530 | D | \$ 38.89 460,408 |
| Common Stock | 12/06/2016 | | M | | 28,039 (2) | A | (1) 488,447 |
| Common Stock | 12/06/2016 | | M | | 307,760 (3) | A | (4) 796,207 (5) 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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---------------|-----|--|-----------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Unit Award (Right To Receive) | (1) | 12/06/2016 | | M | | 19,628 | | (6) | (6) | Common Stock |
| Restricted Stock Unit Award (Right To Receive) | (1) | 12/06/2016 | | M | | 28,039 (2) | | (6) | (6) | Common Stock |
| Performance Stock Unit Award (Right to Receive) | \$ 0 (4) | 12/06/2016 | | A | | 150,739 | | 12/06/2016 | 12/06/2016 | Common Stock |
| Performance Stock Unit Award (Right to Receive) | \$ 0 (4) | 12/06/2016 | | M | | 307,760 | | 12/06/2016 | 12/06/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MACMILLAN STEPHEN P 250 CAMPUS DRIVE MARLBOROUGH, MA 01752 | X | | Chairman, President and CEO | |

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Mr.
MacMillan

12/08/2016

__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) Restricted stock units convert into common stock on a one-for-one basis.
 - (2) Represents vested RSUs that are subject to deferral pursuant to the Issuer's Deferred Equity Plan and are voluntarily being reported on Table 1.
 - (3) Represents vested Performance Share Units (PSUs) that are subject to deferral pursuant to the Issuer's Deferred Equity Plan.
 - (4) PSUs convert into common stock on a one-for-one basis.
 - (5) Includes 353,118 shares subject to deferral pursuant to the Issuer's Deferred Equity Plan.
 - (6) This RSU award vests in four equal installments beginning on first anniversary of the grant date.

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.