

HOLOGIC INC

Form 4

November 12, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oberton Karleen Marie

(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)
11/07/2014

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)

Corp. VP and Controller

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 Ownership (Instr. 4)
Common Stock	11/07/2014		M	2,011 A	\$ 26.21	2,388	D
Common Stock	11/07/2014		F	655 ⁽¹⁾ D	\$ 26.21	1,733	D
Common Stock ⁽²⁾	11/10/2014		S	1,356 D	\$ 26.08	377	D
Common Stock	11/10/2014		M	1,858 A	\$ 26.55	2,235	D
Common Stock	11/10/2014		F	605 ⁽³⁾ D	\$ 26.55	1,630	D

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Common Stock ⁽²⁾ 11/11/2014 S 1,253 D \$ 26.54 377 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit Award (Right To Receive)	\$ 0	11/07/2014		M	2,011	11/09/2012 ⁽⁴⁾	Common Stock
Restricted Stock Unit Award (Right To Receive)	\$ 0	11/10/2014		M	1,858	11/10/2011 ⁽⁴⁾	Common Stock
Restricted Stock Unit Award (Right To Receive)	\$ 0	11/07/2014		A	7,439	⁽⁴⁾ 11/07/2018	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 26.21	11/07/2014		A	20,461	11/07/2015 11/07/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Oberton Karleen Marie 35 CROSBY DRIVE BEDFORD, MA 01730	Corp. VP and Controller

Signatures

/s/ Mark J. Casey, Attorney-in-fact for Karleen M.
Oberton

11/12/2014

__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 655 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously reported to the Reporting Person on November 9, 2011.
- (2) The transaction reported herein was made pursuant to a written trading plan adopted in accordance with SEC rule 10b5-1 on September 12, 2014.
- (3) The transaction reported herein reflects the disposition of 605 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously reported to the Reporting Person on November 10, 2010.
- (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. 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.