Casey Mark J Form 4 January 10, 2013

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

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

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Casey Mark J Issuer Symbol HOLOGIC INC [HOLX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title . _ Other (specify 35 CROSBY DRIVE 01/09/2013 below) SVP, CAO & General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BEDFORD, MA 01730 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit or Dispos (Instr. 3, 4	ed of (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 Beneficial Ownership (Instr. 4)
Common Stock (1)	01/09/2013		S	4,924	D	\$ 22.04	45,237	D	
Common Stock (1)	01/09/2013		M	17,602	A	\$ 18.3	62,839	D	
Common Stock (1)	01/09/2013		S	17,602	D	\$ 22.04	45,237	D	
Common Stock (1)	01/09/2013		M	5,462	A	\$ 18.3	50,699	D	
Common Stock (1)	01/09/2013		S	5,462	D	\$ 22.04	45,237	D	

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Common Stock (1)	01/09/2013	M	17,130	A	\$ 16.82 62,367	D
Common Stock (1)	01/09/2013	S	17,130	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	8,593	A	\$ 17.09 53,830	D
Common Stock (1)	01/09/2013	S	8,593	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	32,000	A	\$ 14.5 77,237	D
Common Stock (1)	01/09/2013	S	32,000	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	5,439	A	\$ 14.87 50,676	D
Common Stock (1)	01/09/2013	S	5,439	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	5,439	A	\$ 14.87 50,676	D
Common Stock (1)	01/09/2013	S	5,439	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	24,729	A	\$ 15.75 69,966	D
Common Stock (1)	01/09/2013	S	24,729	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	7,202	A	\$ 13.885 52,439	D
Common Stock (1)	01/09/2013	S	7,202	D	\$ 22.04 45,237	D
Common Stock (1)	01/09/2013	M	1,006	A	\$ 13.885 46,243	D
Common Stock (1)	01/09/2013	S	1,006	D	\$ 22.04 45,237	D

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

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SEC 1474 (9-02)

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)	TransactionDerivative Expiration Dat Code Securities (Month/Day/Y			7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A
Non-qualified Stock Option (Right to Buy)	\$ 18.3	01/09/2013		M	17,602	10/22/2007	01/26/2013	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 18.3	01/09/2013		M	5,462	10/22/2007	01/26/2013	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 16.82	01/09/2013		M	17,130	(3)	11/10/2017	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 17.09	01/09/2013		M	8,593	11/09/2012(4)	11/09/2018	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 14.5	01/09/2013		M	32,000	<u>(5)</u>	11/13/2015	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 14.87	01/09/2013		M	5,439	<u>(6)</u>	01/16/2015	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 14.87	01/09/2013		M	5,439	<u>(7)</u>	01/16/2015	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 15.75	01/09/2013		M	24,729	(8)	11/11/2016	Common Stock
Incentive Stock Option (Right to Buy)	\$ 13.885	01/09/2013		M	7,202	10/22/2007	05/25/2014	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 13.885	01/09/2013		M	1,006	10/22/2007	05/25/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Casey Mark J 35 CROSBY DRIVE

BEDFORD, MA 01730

SVP, CAO & General Counsel

Signatures

/s/ Mark J. 01/10/2013 Casey

**Signature of Reporting Person

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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** 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 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on December 13, 2012.
- (2) Originally issued under Cytyc Corporation's 2004 Omnibus Stock Plan in transactions exempt from Section 16 under Rule 16b-3.
- (3) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 10, 2011.
- (4) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.
- (5) The option becomes exercisable in five equal annual installments beginning November 13, 2009
- (6) The option becomes exercisable in four equal annual installments beginning January 16, 2009.
- (7) The option becomes exercisable in five equal annual installments beginning January 16, 2009.
- The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning
- (9) Originally issued under Cytyc Corporation's 1995 Stock Plan in transactions exempt from Section 16 under Rule 16b-3.

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