

HOLOGIC INC

Form 4

November 12, 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
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hastie Rohan

(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
____X____ Officer (give title ____ Other (specify
below) below)

Group VP & GM, Diagnostics

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/08/2013 | | M | | 1,902 | A | \$ 22.04 | 3,770 | D |
| Common Stock | 11/08/2013 | | F | | 621 ⁽¹⁾ | D | \$ 22.04 | 3,149 | D |
| Common Stock | 11/08/2013 | | M | | 2,043 | A | \$ 22.04 | 5,192 | D |
| Common Stock | 11/08/2013 | | F | | 667 ⁽²⁾ | D | \$ 22.04 | 4,525 | D |
| Common Stock | 11/11/2013 | | M | | 1,031 | A | \$ 22.899 | 5,556 | D |

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Common Stock 11/11/2013 F 337 ⁽³⁾ D \$ 22.899 5,219 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)

| 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 | 1,902 | ⁽⁴⁾ 11/09/2015 | Common Stock | 3,803 |
| Restricted Stock Unit Award (right To Receive) | \$ 0 | 11/08/2013 | | M | 2,043 | ⁽⁴⁾ 11/10/2014 | Common Stock | 2,044 |
| Restricted Stock Unit Award (right To Receive) | \$ 0 | 11/11/2013 | | M | 1,031 | ⁽⁴⁾ 11/11/2013 | Common Stock | 1,031 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Hastie Rohan 35 CROSBY DRIVE BEDFORD, MA 01730 | Director 10% Owner Officer Other |
| | Group VP & GM, Diagnostics |

Signatures

/s/ Mark J. Casey, Attorney-In-Fact for Rohan
Hastie

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 621 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 667 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 337 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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