

HOLOGIC INC
Form 4
March 17, 2014

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 *
MUIR GLENN P

(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)
03/14/2014

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)
Executive VP and CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/14/2014 | | M | 100,000 | A \$ 14.5 | 915,306 | D |
| Common Stock | 03/14/2014 | | S | 100,000 | D \$ 21.5 (1) | 815,306 | D |
| Common Stock | 03/14/2014 | | M | 60,000 | A \$ 11.73 | 875,306 | D |
| Common Stock | 03/14/2014 | | S | 60,000 | D \$ 21.52 (2) | 815,306 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualified Stock Option (Right to Buy) | \$ 14.5 | 03/14/2014 | | M | 100,000 | (3) 11/13/2015 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 11.73 | 03/14/2014 | | M | 60,000 | 09/15/2005 09/15/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUIR GLENN P 35 CROSBY DRIVE BEDFORD, MA 01730 | | | Executive VP and CFO | |

Signatures

Mark J. Casey, attorney-in-fact for Glenn P. Muir 03/17/2014

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).

The transaction reported herein reflects an aggregate of sales at prices ranging from \$21.50 and \$21.52, inclusive. The Reporting Person (1) further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares purchased at each separate price.

The transaction reported herein reflects an aggregate of sales at prices ranging from \$21.37 and \$21.54, inclusive. The Reporting Person (2) further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares purchased at each separate price.

(3) The option becomes exercisable in five equal annual installments beginning November 13, 2009

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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