

HOLOGIC INC
Form 4
November 14, 2011

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)
11/09/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	11/09/2011		A		15,051	A	\$ 0 761,204
Common Stock <u>(2)</u>	11/10/2011		F		1,823	D	\$ 17.09 759,381
Common Stock <u>(3)</u>	11/10/2011		M		100,000	A	\$ 2.565 859,381
Common Stock <u>(7)</u> <u>(8)</u>	11/10/2011		S		100,000	D	\$ 17.0907 759,381 <u>(7)</u>
Common Stock <u>(4)</u>	11/11/2011		F		4,391	D	\$ 17.77 754,990

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Common Stock (5) 11/11/2011 F 6,576 D \$ 17.77 748,414 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 Underlying (Instr. 3)
					A	D		
Non-qualified Stock Option (Right to Buy)	\$ 17.09	11/09/2011		A		117,895	11/09/2012 ⁽⁶⁾ - 11/09/2018	Common Stock
Non-qualified Stock Option (Right to Buy) ⁽³⁾	\$ 2.565	11/10/2011		M		100,000	11/13/2002 - 11/13/2011	Common Stock

Reporting Owners

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

Signatures

Mark J. Casey, Attorney-In-Fact For: Glenn P. Muir
11/14/2011

**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) 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.
- (2)

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The disposition of 1,823 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.

- (3) This transaction constitutes a cashless exercise of a Non-Qualified Stock Option granted November 13, 2001 which would otherwise expire November 13, 2011.
 - (4) The disposition of 4,391 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
 - (5) The disposition of 6,576 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
 - (6) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.
- The transaction reported herein reflects an aggregate of sales whose prices ranged between \$16.93 and \$17.26. The Reporting Person
- (7) 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 sold at each separate price.
 - (8) The sale reported on this Form 4 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on August 19, 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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