

HOLOGIC INC  
Form 4  
November 12, 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 \*  
Oberton Karleen Marie

2. Issuer Name and Ticker or Trading Symbol  
HOLOGIC INC [HOLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 CROSBY DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/07/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Corp. VP and Controller

BEDFORD, MA 01730

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/07/2014		M		2,011 A \$ 26.21	2,388	D
Common Stock	11/07/2014		F		655 <sup>(1)</sup> D \$ 26.21	1,733	D
Common Stock <sup>(2)</sup>	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 <sup>(3)</sup> D \$ 26.55	1,630	D

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Common Stock <sup>(2)</sup> 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 <sup>(4)</sup>	Common Stock
Restricted Stock Unit Award (Right To Receive)	\$ 0	11/10/2014		M	1,858	11/10/2011 <sup>(4)</sup>	Common Stock
Restricted Stock Unit Award (Right To Receive)	\$ 0	11/07/2014		A	7,439	<sup>(4)</sup> 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.