

HOLOGIC INC

Form 4

November 09, 2015

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEIN JAY A**

(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)  
**11/05/2015**

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)

Chief Technical Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 11/06/2015                              |                                                             | M                                    | 1,013 A                                                                 | 203,083                                                                                                            | D                                                                    |                                         |
| Common<br>Stock                       | 11/06/2015                              |                                                             | F                                    | 478 D                                                                   | \$ 202,605                                                                                                         | 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)

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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 Amount of Underlying Security (Instr. 3 and 4) | 8. Ownership Form of Underlying Security (Instr. 3 and 4) | 9. Number of Shares or Units of Underlying Security |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------|
| Non-qualified Stock Option (Right to Buy)      | \$ 39.96                                               | 11/05/2015                           |                                                    | A                              | 8,110                                                                                   | <u>(2)</u> 11/05/2025                                    | Common Stock                                                |                                                           | 8,110                                               |
| Restricted Stock Unit Award (Right To Receive) | \$ 0                                                   | 11/05/2015                           |                                                    | A                              | 2,658                                                                                   | <u>(3)</u> 11/05/2018                                    | Common Stock                                                |                                                           | 2,658                                               |
| Restricted Stock Unit Award (Right To Receive) | \$ 0                                                   | 11/06/2015                           |                                                    | M                              | 1,013                                                                                   | <u>(4)</u> 11/07/2018                                    | Common Stock                                                |                                                           | 1,013                                               |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships                    |
|-----------------------------------------------------|----------------------------------|
|                                                     | Director 10% Owner Officer Other |
| STEIN JAY A<br>35 CROSBY DRIVE<br>BEDFORD, MA 01730 | Chief Technical Officer          |

## Signatures

/s/ Patricia K. Dolan, Attorney-In-Fact for Jay A. Stein 11/09/2015

                    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) Restricted stock units convert into common stock on a one-for-one basis.

(2) The option, issued pursuant to the 2008 Equity Incentive Plan, vests in four equal annual installments, beginning on November 5, 2016.

(3) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to the 2008 Equity Incentive Plan and vest in three equal annual installments, beginning on November 5, 2016

(4)

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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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