

Casey Mark J  
Form 4  
January 11, 2012

**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 \*  
Casey Mark J

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)  
01/10/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, General Counsel

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock <u>(1)</u>         | 01/10/2012                           |  | M                              | 5,416   | A \$ 18.465   | 47,950   | D   |
| Common Stock <u>(2)</u>         | 01/10/2012                           |  | S                              | 5,416   | D \$ 18.75  | 42,534   | D   |
| Common Stock <u>(1)</u>         | 01/10/2012                           |  | M                              | 5,000   | A \$ 18.465   | 47,534   | D   |
| Common Stock <u>(2)</u>         | 01/10/2012                           |  | S                              | 5,000   | D \$ 18.75  | 42,534   | D   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-qualified Stock Option (Right to Buy)<br><u>(1)</u> <u>(3)</u> | \$ 18.465  | 01/10/2012                           |  | M                              | 5,416  | 10/22/2007 <sup>(4)</sup> 01/24/2012                     | Common Stock 5  |
| Non-qualified Stock Option (Right to Buy)<br><u>(1)</u>            | \$ 18.465  | 01/10/2012                           |  | M                              | 5,000  | 10/22/2007 <sup>(4)</sup> 01/24/2012                     | Common Stock 5  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Casey Mark J  
35 CROSBY DRIVE  
BEDFORD, MA 01730

SVP, General Counsel

## Signatures

/s/ Mark J. 01/11/2012  
Casey

\*\*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)

## Edgar Filing: Casey Mark J - Form 4

This transaction constitutes a cashless exercise of a Non-Qualified Stock Option granted January 24, 2006 which would otherwise expire January 24, 2012.

- (2) The sale reported on this Form 4 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on 2/7/2011.  
Due to the acceleration of stock options in connection with the merger of Cytoc Corporation on October 22, 2007, any unvested Incentive
- (3) Stock Options exceeding the guidelines set forth under Section 422(d) of the Internal Revenue Code shall be treated as Non-Qualified Options.
- (4) This Non-Qualified Stock Option was originally issued pursuant to Cytoc Corporation's 2004 Omnibus Stock Plan on January 24, 2006 and became fully exercisable on October 22, 2007 in connection with the merger.

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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