

HOLOGIC INC

Form 4

October 12, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oberton Karleen Marie

(Last) (First) (Middle)

250 CAMPUS DRIVE

(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HOLOGIC INC [HOLX]

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

10/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Corp. VP & Chief Acctg Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/10/2016		M		8,158	A	\$ 16.82	17,005	D
Common Stock	10/10/2016		M		8,402	A	\$ 17.09	25,407	D
Common Stock	10/10/2016		M		7,994	A	\$ 19.86	33,401	D
Common Stock	10/10/2016		M		6,916	A	\$ 21.45	40,317	D
Common Stock	10/10/2016		S		31,470 ⁽¹⁾	D	\$ 40	9,065 ⁽²⁾	D

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified Stock Option (Right to Buy)	\$ 16.82	10/10/2016		M	8,158	11/10/2011 ⁽³⁾	11/10/2017	Common Stock	8
Non-qualified Stock Option (Right to Buy)	\$ 17.09	10/10/2016		M	8,402	11/09/2012 ⁽⁴⁾	11/09/2018	Common Stock	8
Non-qualified Stock Option (Right to Buy)	\$ 19.86	10/10/2016		M	7,994	11/14/2013 ⁽⁵⁾	11/14/2019	Common Stock	7
Non-qualified Stock Option (Right to Buy)	\$ 21.45	10/10/2016		M	6,916	11/18/2014 ⁽⁶⁾	11/18/2020	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oberton Karleen Marie 250 CAMPUS DRIVE MARLBOROUGH, MA 01752			Corp. VP & Chief Acctg Officer	

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Ms.
Oberton

10/12/2016

 **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) Shares sold pursuant to an existing Rule 10b5-1 trading plan.
- (2) Includes 218 shares acquired pursuant to the Issuer's employee stock purchase plan since the date of the Reporting Person's most recently filed Form 4.
- (3) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 10, 2011.
- (4) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 9, 2012.
- (5) The option, issued pursuant to the 200 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 14, 2013.
- (6) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 18, 2014.

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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