

HOLOGIC INC

Form 4

December 05, 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 *
Compton Eric B.

(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)

11/07/2016

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 ____ Other (specify
below) below)

COO

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 11/07/2016 | | M | (1) 3,636 A (2) | 14,694 | D | |
| Common Stock | 12/01/2016 | | A | 11,623 (3) A (2) | 26,317 (4) | 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
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SEC 1474
(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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|---|-----------------|--------------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Underlying Security |
| Restricted Stock Unit Award (Right To Receive) | \$ 0 ⁽²⁾ | 11/07/2016 | | M | ⁽¹⁾ | | 3,636 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 37.64 | 12/01/2016 | | A | | 35,919 | | ⁽⁶⁾ | 12/01/2026 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Compton Eric B. 250 CAMPUS DRIVE MARLBOROUGH, MA 01752 | COO |

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Mr. Compton 12/05/2016

 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) Represents vested RSUs that are subject to deferral pursuant to the Issuer's Deferred Equity Plan and are voluntarily being reported on Table 1.
- (2) RSUs convert into common stock on a one-for-one basis upon vesting.
- (3) Represents RSUs which vest in equal installments on each of the first three anniversaries of the grant date and are settled in shares of common stock.
- (4) Includes 3,636 shares subject to deferral pursuant to the Issuer's Deferred Equity Plan.
- (5) Represents RSUs which vest in equal installments on each of the first four anniversaries of the grant date and are settled in shares of common stock.
- (6) This option to purchase common stock becomes exercisable in equal installments on each of the first four anniversaries of the grant date.

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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