

Casey Mark J  
Form 4  
November 14, 2011

**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 \*  
Casey Mark J

(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)  
11/09/2011

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)

SVP, General Counsel

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<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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock <u>(1)</u>            | 11/09/2011                              |                                                             | A                                    |                                                                         | 5,485                                                                                                              | A                                                                    | \$ 0 44,389                             |
| Common<br>Stock <u>(2)</u>            | 11/10/2011                              |                                                             | F                                    |                                                                         | 413                                                                                                                | D                                                                    | \$ 17.09 43,976                         |
| Common<br>Stock <u>(3)</u>            | 11/11/2011                              |                                                             | F                                    |                                                                         | 410                                                                                                                | D                                                                    | \$ 17.77 43,566                         |
| Common<br>Stock <u>(4)</u>            | 11/11/2011                              |                                                             | F                                    |                                                                         | 1,032                                                                                                              | D                                                                    | \$ 17.77 42,534                         |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|--------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                 | Expiration<br>Date | Title           | Amount |
| Non-qualified<br>Stock Option<br>(Right to Buy)     | \$ 17.09                                                           | 11/09/2011                              |                                                             | A                                    |                                                                                                              | 42,968                                                         |     | 11/09/2012 <sup>(5)</sup>                                        | 11/09/2018         | Common<br>Stock | 42,968 |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships                    |
|------------------------------------------------------|----------------------------------|
|                                                      | Director 10% Owner Officer Other |
| Casey Mark J<br>35 CROSBY DRIVE<br>BEDFORD, MA 01730 | SVP, General Counsel             |

## Signatures

/s/ Mark J.  
Casey 11/14/2011

\_\_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) 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.
- (2) The disposition of 413 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
- (3) The disposition of 410 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
- (4) The disposition of 1,032 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.

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- (5) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.

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.