

HOLOGIC INC

Form 4

November 13, 2012

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 *
CASCELLA ROBERT

(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)
11/09/2012

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)

CEO and President

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 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	11/09/2012		F	(A) or (D) Amount 5,352 (1)	\$ 20.32	322,620	D
Common Stock	11/09/2012		F	20 (2)	\$ 20.32	824	I By Spouse
Common Stock	11/10/2012		F	4,649 (3)	\$ 20.32	317,971	D
Common Stock	11/10/2012		F	24 (4)	\$ 20.32	800	I By Spouse
Common Stock	11/11/2012		F	8,026 (5)	\$ 20.32	309,945	D

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Common Stock 11/11/2012 F 17 ⁽⁶⁾ D \$ 20.32 783 I By Spouse

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASCELLA ROBERT 35 CROSBY DRIVE BEDFORD, MA 01730	X		CEO and President	

Signatures

/s/ Mark J. Casey, Attorney-In-Fact for Robert A. Cascella 11/12/2012

__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) The transaction reported herein reflects the disposition of 5,352 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person on November 9, 2011.
- (2) The transaction reported herein reflects the disposition of 20 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person's Spouse on November 9, 2011.

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- (3) The transaction reported herein reflects the disposition of 4,649 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person on November 10, 2010.
- (4) The transaction reported herein reflects the disposition of 24 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person's Spouse on November 10, 2010.
- (5) The transaction reported herein reflects the disposition of 8,026 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person on November 11, 2009.
- (6) The transaction reported herein reflects the disposition of 17 shares of common stock to satisfy tax withholding obligations in connection with the vesting of a portion of restricted stock units previously awarded to the Reporting Person's Spouse on November 11, 2009.

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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