

Harding David
Form 4
September 07, 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 *
Harding David

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)
09/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, International

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	09/06/2012		S		17,200	D	\$ 20.19 ₍₁₎
Common Stock	09/06/2012		M		40,564	A	\$ 18.32
Common Stock ⁽²⁾	09/06/2012		S		40,564	D	\$ 20.15 ₍₂₎
Common Stock	09/06/2012		M		5,456	A	\$ 18.32
	09/06/2012		S		5,456	D	\$ 57,169

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Common Stock (3) \$ 20.17 (3)

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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Includes rows for Non-qualified Stock Options (Right to Buy) with transaction dates 09/06/2012 and 09/07/2012.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Entry for Harding David at 35 Crosby Drive, Bedford, MA 01730, with relationships as Director, 10% Owner, Officer, and Other.

Signatures

/s/ Mark J. Casey, Attorney-In-Fact for David P. Harding 09/07/2012
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 an aggregate of sales at prices ranging from \$20.16 to \$20.195, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares sold at each separate price.

(2) The transaction reported herein reflects an aggregate of sales at prices ranging from \$20.15 to \$20.175, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares sold at each separate price.

(3) The transaction reported herein reflects an aggregate of sales at prices ranging from \$20.16 to \$20.17, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares sold at each separate price.

(4) This non-qualified stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 23, 2007 and became fully exercisable on October 22, 2007 in connection with the merger.

(5) Due to the acceleration of stock options in connection with the merger of Cytac Corporation on October 22, 2007, any unvested Incentive Stock Options exceeding the guidelines set forth under Section 422(d) of the Internal Revenue Code shall be treated as Non-qualified Stock Options.

(6) This incentive stock option was originally issued pursuant to Cytac Corporation's 2004 Omnibus Stock Plan on January 23, 2007 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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