

HOLOGIC INC  
Form 4  
November 13, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)
			Code	V Amount or (D) Price			
Common Stock	11/09/2012		F	5,352 (1) D \$ 20.32	322,620	D	
Common Stock	11/09/2012		F	20 (2) D \$ 20.32	824	I	By Spouse
Common Stock	11/10/2012		F	4,649 (3) D \$ 20.32	317,971	D	
Common Stock	11/10/2012		F	24 (4) D \$ 20.32	800	I	By Spouse
Common Stock	11/11/2012		F	8,026 (5) D \$ 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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## 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. 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.