

HOLOGIC INC  
Form 4  
November 12, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
CUMMING JOHN W

(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)  
11/08/2013

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)  
President and CEO

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 Price		
Common Stock	11/08/2013		M		2,694 A \$ 22.04	2,694	D
Common Stock	11/08/2013		F		1,253 (1) D \$ 22.04	1,441	D
Common Stock	11/08/2013		M		1,463 A \$ 22.04	5,885	I By Spouse
Common Stock	11/08/2013		F		475 (2) D \$ 22.04	5,410	I By Spouse
Common Stock	11/08/2013		M		1,337 A \$ 22.04	6,747	I By Spouse

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Common Stock	11/08/2013	F	436 <sup>(3)</sup>	D	\$ 22.04	6,311	I	By Spouse
Common Stock	11/11/2013	M	11,111	A	\$ 22.899	12,552	D	
Common Stock	11/11/2013	F	5,165 <sup>(4)</sup>	D	\$ 22.899	7,387	D	
Common Stock	11/11/2013	M	1,428	A	\$ 22.899	7,739	I	By Spouse
Common Stock	11/11/2013	F	466 <sup>(5)</sup>	D	\$ 22.899	7,273	I	By Spouse

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

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award (right To Receive)	\$ 0	11/08/2013		M	2,694	<sup>(6)</sup> 11/10/2014	Common Stock	2,694	
Restricted Stock Unit Award (right To Receive)	\$ 0	11/08/2013		M	1,463	<sup>(7)</sup> 11/09/2015	Common Stock	2,926	
Restricted Stock Unit Award (right To Receive)	\$ 0	11/08/2013		M	1,337	<sup>(7)</sup> 11/10/2014	Common Stock	1,338	
	\$ 0	11/11/2013		M	11,111	<sup>(6)</sup> 11/11/2013		11,111	

Restricted Stock Unit Award (right To Receive)								Common Stock	
Restricted Stock Unit Award (right To Receive)	\$ 0	11/11/2013	M	1,428	(7)	11/11/2013	Common Stock	1,428	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUMMING JOHN W 35 CROSBY DRIVE BEDFORD, MA 01730			President and CEO	

## Signatures

/s/ Mark J. Casey, Attorney-In-Fact for John W. Cumming 11/12/2013

\*\*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 1,253 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.  
The transaction reported herein reflects the disposition of 475 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.
- (2) The transaction reported herein reflects the disposition of 436 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.
- (3) The transaction reported herein reflects the disposition of 5,165 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.  
The transaction reported herein reflects the disposition of 466 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.
- (4) 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.
- (5) These shares represent restricted stock units (RSUs) awarded to the Reporting Person's Spouse pursuant to the 2008 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.

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.