

HOLOGIC INC

Form 4

November 22, 2016

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Oberton Karleen Marie

(Last) (First) (Middle)

250 CAMPUS DRIVE

(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

HOLOGIC INC [HOLX]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/18/2016

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 \_\_\_\_ Other (specify  
below) below)  
Corp. VP & Chief Acctg Officer

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 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	(A) or (D)	Price			
Common Stock	11/18/2016		M		4,195	A	11	13,260	D	
Common Stock	11/18/2016		F		1,974	D	\$ 38.37	11,286	D	
Common Stock	11/18/2016		M		1,515	A	11	12,801	D	
Common Stock	11/18/2016		F		713	D	\$ 38.37	12,088	D	
Common Stock	11/21/2016		S <sup>(2)</sup>		3,023	D	\$ 38.32	9,065	D	

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

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SEC 1474  
(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)		8. Price or Value of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price or Value
Restricted Stock Unit Award (Right To Receive)	<u>(1)</u>	11/18/2016		M		4,195		<u>(3)</u>	<u>(3)</u>	Common Stock	4,195	\$10.00
Restricted Stock Unit Award (Right To Receive)	<u>(1)</u>	11/18/2016		M		1,515		<u>(3)</u>	<u>(3)</u>	Common Stock	1,515	\$10.00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oberton Karleen Marie 250 CAMPUS DRIVE MARLBOROUGH, MA 01752			Corp. VP & Chief Acctg Officer	

## Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Ms. Oberton

11/22/2016

          \*\*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) Restricted stock units (RSUs) convert into common stock on a one-for-one basis upon vesting.

(2) Shares sold pursuant to an existing Rule 10b5-1 trading plan.

(3) This RSU award vests in four equal installments beginning on first anniversary of the grant date.

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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