

HOLOGIC INC
Form 4
April 18, 2017

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 *
Compton Eric B.

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)
250 CAMPUS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COO

(Street)
MARLBOROUGH, MA 01752

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	04/14/2017		M		4,188 (1)	A	(2)	31,281	D	
Common Stock	04/14/2017		M		70,367	A	(3)	101,648	D	
Common Stock	04/14/2017		F		29,836	D	\$ 42.42	71,812 (4)	D	

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 Security (Instr. 3 and 4)
				Code	(A)	(D)	Title
Restricted Stock Unit Award (Right To Receive)	\$ 0	04/14/2017		M	4,188	(5)	04/14/2018 Common Stock
Performance Stock Unit Award (Right to Receive)	\$ 0	04/14/2017		A	34,465	(6)	04/14/2017 Common Stock
Performance Stock Unit Award (Right to Receive)	\$ 0	04/14/2017		M	70,367	(6)	04/14/2017 Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Compton Eric B. 250 CAMPUS DRIVE MARLBOROUGH, MA 01752			COO	

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Mr. Compton
04/18/2017

__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) Represents Restricted Stock Units (RSUs) that are subject to deferral pursuant to the Issuers' Deferred Equity Plan.

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- (2) RSUs convert into common stock on a one-for-one basis upon vesting.
- (3) Performance Stock Units (PSUs) convert into common stock on a one-for-one basis upon vesting.
- (4) Includes 7,824 shares subject to deferral pursuant to the Issuer's Deferred Equity Plan.
- (5) This RSU award vests in four equal installments beginning on first anniversary of the grant date.
- (6) These shares represent PSUs awarded to the Reporting Person pursuant to the 2008 Equity Incentive Plan which vested on April 14, 2017.

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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