

HOLOGIC INC
Form 4
May 31, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Valenti Peter J. III

(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)
05/26/2016

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)
Division Pres., Breast Health

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 (A) or (D) Price		
Common Stock	05/26/2016		M		7,766 A \$ 23.82	9,023	D
Common Stock	05/26/2016		S		7,766 (1) D \$ 33.83 (2)	1,257	D
Common Stock	05/26/2016		M		3,411 A (3) 4,668		D
Common Stock	05/26/2016		F		1,155 D \$ 33.85	3,513	D
Common Stock	05/27/2016		S		2,256 (1) D \$ 33.85	1,257	D

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The price reported is the weighted average price per share. Shares were sold in multiple transactions at prices ranging from \$33.82 to \$33.84 per share. The Reporting Person will provide, upon request by the Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price.

- (3) Restricted stock units (RSUs) convert into common stock on a one-for-one basis upon vesting.
- (4) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal annual installments beginning May 26, 2015.
- (5) 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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