

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.

(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)  
04/14/2017

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)  
COO

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount or Price (A) or (D)					
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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SEC 1474 (9-02)

number.

**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 V	(A) (D)	Date Exercisable Expiration Date	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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