

HOLOGIC INC
Form 4
November 14, 2011

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 *
MUIR GLENN P

(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)
11/09/2011

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)
Executive VP and CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	11/09/2011		A		15,051	A	\$ 0
Common Stock <u>(2)</u>	11/10/2011		F		1,823	D	\$ 17.09
Common Stock <u>(3)</u>	11/10/2011		M		100,000	A	\$ 2.565
Common Stock <u>(7)</u> <u>(8)</u>	11/10/2011		S		100,000	D	\$ 17.0907 <u>(7)</u>
Common Stock <u>(4)</u>	11/11/2011		F		4,391	D	\$ 17.77

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The disposition of 1,823 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.

- (3) This transaction constitutes a cashless exercise of a Non-Qualified Stock Option granted November 13, 2001 which would otherwise expire November 13, 2011.
 - (4) The disposition of 4,391 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
 - (5) The disposition of 6,576 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
 - (6) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.
- The transaction reported herein reflects an aggregate of sales whose prices ranged between \$16.93 and \$17.26. The Reporting Person
- (7) further undertakes, to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full disclosure with respect to the number of shares sold at each separate price.
 - (8) The sale reported on this Form 4 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on August 19, 2009.

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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