

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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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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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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- (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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