

HOLOGIC INC
Form 4
April 21, 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
Levy Lawrence M

(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)
04/19/2017

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)

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		
Common Stock	04/19/2017		S ⁽¹⁾		1,500 D \$ 42.44	25,839	D
Common Stock	04/19/2017		M ⁽¹⁾		9,336 A \$ 32.815	35,175	D
Common Stock	04/19/2017		S ⁽¹⁾		9,336 D 42.496	25,839	D
Common Stock	04/20/2017		M ⁽¹⁾		2,664 A \$ 32.815	28,503 ⁽³⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 32.815	04/19/2017		M ⁽¹⁾	9,336	01/01/2008 10/22/2017	Common Stock	9,336
Non-qualified Stock Option (Right to Buy)	\$ 32.815	04/20/2017		M ⁽¹⁾	2,664	01/01/2008 10/22/2017	Common Stock	2,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Lawrence M 250 CAMPUS DRIVE MARLBOROUGH, MA 01752		X		

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Mr.

Levy

04/21/2017

**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) Transaction pursuant to an existing Rule 10b5-1 trading plan.

The price reported is the weighted average price per share. Shares were sold in multiple transactions at prices ranging from \$42.36 to

(2) \$42.59 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.

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(3) Includes 2,427 shares subject to deferral pursuant to the Issuer's Deferred Equity Plan.

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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