

HOLOGIC INC  
Form 4  
February 28, 2013

**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 \*  
**SOLTANI PETER**

(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)  
**02/27/2013**

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)  
SVP & GM, Women's 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/27/2013		M		32,000 A \$ 14.5	88,704	D
Common Stock	02/27/2013		S		32,000 D \$ 22.05 (1)	56,704	D
Common Stock	02/27/2013		M		12,000 A \$ 13.63	68,704	D
Common Stock	02/27/2013		S		12,000 D \$ 22.02 (2)	56,704	D
Common Stock	02/27/2013		M		24,729 A \$ 15.75	81,433	D

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Common Stock	02/27/2013	S	24,729	D	\$ 22.05 (3)	56,704	D
Common Stock	02/27/2013	M	20,000	A	\$ 13.865	76,704	D
Common Stock	02/27/2013	S	20,000	D	\$ 22.05 (4)	56,704	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-qualified Stock Option (Right to Buy)	\$ 14.5	02/27/2013		M	32,000	(5) 11/13/2015	Common Stock 32,
Non-qualified Stock Option (Right to Buy)	\$ 13.63	02/27/2013		M	12,000	(6) 06/22/2016	Common Stock 12,
Non-qualified Stock Option (Right to Buy)	\$ 15.75	02/27/2013		M	24,729	(7) 11/11/2016	Common Stock 24,
Non-qualified Stock Option (Right to Buy)	\$ 13.865	02/27/2013		M	20,000	10/31/2006 10/31/2015	Common Stock 20,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLTANI PETER 35 CROSBY DRIVE			SVP & GM, Women's Health	

BEDFORD, MA 01730

## Signatures

/s/ Mark J. Casey, attorney-in-fact for Peter K.  
Soltani

02/28/2013

\_\_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).

The transaction reported herein reflects an aggregate of sales at prices ranging from \$22.01 to \$22.085, inclusive. The Reporting Person  
(1) 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.

The transaction reported herein reflects an aggregate of sales at prices ranging from \$22.01 to \$22.06, inclusive. The Reporting Person  
(2) 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.

The transaction reported herein reflects an aggregate of sales at prices ranging from \$21.99 to \$22.16, inclusive. The Reporting Person  
(3) 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.

The transaction reported herein reflects an aggregate of sales at prices ranging from \$21.99 to \$22.152, inclusive. The Reporting Person  
(4) 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.

(5) The option becomes exercisable in five equal annual installments beginning November 13, 2009

(6) The option becomes exercisable in five equal annual installments beginning June 22, 2010.

(7) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 11, 2010.

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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