HOLOGIC INC Form 4 April 18, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Compton Eric B. Issuer Symbol HOLOGIC INC [HOLX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 250 CAMPUS DRIVE 04/14/2017 below) below) COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MARLBOROUGH, MA 01752

(State)

| (City) | (State) | Tabl | e I - Non-I | Perivative S | Securi | ities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|-----------------|--|--------------------------------|--------------|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4 | sposed 4 and 5 (A) or | of (D) 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) |
| Common Stock | 04/14/2017 | | Code V M | Amount 4,188 (1) | (D) | Price (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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Person

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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 stionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Sec (Instr. 3 and 4) |
|---|---|---|---|---|--|--------|--|--------------------|---|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title A OI N OI |
| Restricted Stock Unit Award (Right To Receive) | \$ 0 | 04/14/2017 | | M | | 4,188 | <u>(5)</u> | 04/14/2018 | Common Stock |
| Performance Stock Unit Award (Right to Receive) | \$ 0 | 04/14/2017 | | A | 34,465 | | <u>(6)</u> | 04/14/2017 | Common Stock 3 |
| Performance Stock Unit Award (Right to Receive) | \$ 0 | 04/14/2017 | | M | | 70,367 | <u>(6)</u> | 04/14/2017 | Common 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | |
| Compton Eric B. | | | | | | | |
| 250 CAMPUS DRIVE | | | COO | | | | |
| MARLBOROUGH, MA 01752 | | | | | | | |

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.

Reporting Owners 2

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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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