

Casey Mark J
 Form 4
 January 10, 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 *
 Casey Mark J

2. Issuer Name and Ticker or Trading Symbol
 HOLOGIC INC [HOLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 35 CROSBY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/09/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, CAO & General Counsel

BEDFORD, MA 01730

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 01/09/2013 | | S | 4,924 | D \$ 22.04 | 45,237 | D |
| Common Stock ⁽¹⁾ | 01/09/2013 | | M | 17,602 | A \$ 18.3 | 62,839 | D |
| Common Stock ⁽¹⁾ | 01/09/2013 | | S | 17,602 | D \$ 22.04 | 45,237 | D |
| Common Stock ⁽¹⁾ | 01/09/2013 | | M | 5,462 | A \$ 18.3 | 50,699 | D |
| Common Stock ⁽¹⁾ | 01/09/2013 | | S | 5,462 | D \$ 22.04 | 45,237 | D |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|-----------|--------|---|
| Common Stock <u>(1)</u> | 01/09/2013 | M | 17,130 | A | \$ 16.82 | 62,367 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 17,130 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 8,593 | A | \$ 17.09 | 53,830 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 8,593 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 32,000 | A | \$ 14.5 | 77,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 32,000 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 5,439 | A | \$ 14.87 | 50,676 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 5,439 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 5,439 | A | \$ 14.87 | 50,676 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 5,439 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 24,729 | A | \$ 15.75 | 69,966 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 24,729 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 7,202 | A | \$ 13.885 | 52,439 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 7,202 | D | \$ 22.04 | 45,237 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | M | 1,006 | A | \$ 13.885 | 46,243 | D |
| Common Stock <u>(1)</u> | 01/09/2013 | S | 1,006 | D | \$ 22.04 | 45,237 | 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)

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| 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 |
| Non-qualified Stock Option (Right to Buy) <u>(2)</u> | \$ 18.3 | 01/09/2013 | | M | | 17,602 | | 10/22/2007 | 01/26/2013 | Common Stock | 1 |
| Non-qualified Stock Option (Right to Buy) <u>(2)</u> | \$ 18.3 | 01/09/2013 | | M | | 5,462 | | 10/22/2007 | 01/26/2013 | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 16.82 | 01/09/2013 | | M | | 17,130 | | <u>(3)</u> | 11/10/2017 | Common Stock | 1 |
| Non-qualified Stock Option (Right to Buy) | \$ 17.09 | 01/09/2013 | | M | | 8,593 | | 11/09/2012 ⁽⁴⁾ | 11/09/2018 | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 14.5 | 01/09/2013 | | M | | 32,000 | | <u>(5)</u> | 11/13/2015 | Common Stock | 3 |
| Non-qualified Stock Option (Right to Buy) | \$ 14.87 | 01/09/2013 | | M | | 5,439 | | <u>(6)</u> | 01/16/2015 | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 14.87 | 01/09/2013 | | M | | 5,439 | | <u>(7)</u> | 01/16/2015 | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 15.75 | 01/09/2013 | | M | | 24,729 | | <u>(8)</u> | 11/11/2016 | Common Stock | 2 |
| Incentive Stock Option (Right to Buy) <u>(9)</u> | \$ 13.885 | 01/09/2013 | | M | | 7,202 | | 10/22/2007 | 05/25/2014 | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 13.885 | 01/09/2013 | | M | | 1,006 | | 10/22/2007 | 05/25/2014 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Casey Mark J 35 CROSBY DRIVE BEDFORD, MA 01730 | | | SVP, CAO & General Counsel | |

Signatures

/s/ Mark J.
Casey

01/10/2013

__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).
- (1) The transaction reported herein was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on December 13, 2012.
- (2) Originally issued under Cytyc Corporation's 2004 Omnibus Stock Plan in transactions exempt from Section 16 under Rule 16b-3.
- (3) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 10, 2011.
- (4) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.
- (5) The option becomes exercisable in five equal annual installments beginning November 13, 2009
- (6) The option becomes exercisable in four equal annual installments beginning January 16, 2009.
- (7) The option becomes exercisable in five equal annual installments beginning January 16, 2009.
- (8) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 11, 2010.
- (9) Originally issued under Cytyc Corporation's 1995 Stock Plan in transactions exempt from Section 16 under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.