

HOLOGIC INC  
Form 4  
October 12, 2016

**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 \*  
Oberton Karleen Marie

(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)  
10/10/2016

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)  
Corp. VP & Chief Acctg Officer

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                    | 10/10/2016                           |  | M                              | A   | \$ 8,158 16.82  | D  |   |
| Common Stock                    | 10/10/2016                           |  | M                              | A   | \$ 8,402 17.09  | D  |   |
| Common Stock                    | 10/10/2016                           |  | M                              | A   | \$ 7,994 19.86  | D  |   |
| Common Stock                    | 10/10/2016                           |  | M                              | A   | \$ 6,916 21.45  | D  |   |
| Common Stock                    | 10/10/2016                           |  | S                              | D   | 31,470 (1) \$ 40  | D  | 9,065 (2)   |

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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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Non-qualified Stock Option (Right to Buy)  | \$ 16.82   | 10/10/2016                           |  | M                              | 8,158  | 11/10/2011 <sup>(3)</sup> 11/10/2017                     | Common Stock  | 8                             |
| Non-qualified Stock Option (Right to Buy)  | \$ 17.09   | 10/10/2016                           |  | M                              | 8,402  | 11/09/2012 <sup>(4)</sup> 11/09/2018                     | Common Stock  | 8                             |
| Non-qualified Stock Option (Right to Buy)  | \$ 19.86   | 10/10/2016                           |  | M                              | 7,994  | 11/14/2013 <sup>(5)</sup> 11/14/2019                     | Common Stock  | 7                             |
| Non-qualified Stock Option (Right to Buy)  | \$ 21.45   | 10/10/2016                           |  | M                              | 6,916  | 11/18/2014 <sup>(6)</sup> 11/18/2020                     | Common Stock  | 6                             |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| Oberton Karleen Marie<br>250 CAMPUS DRIVE<br>MARLBOROUGH, MA 01752 |               |           | Corp. VP &<br>Chief Acctg<br>Officer |       |

## Signatures

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

10/12/2016

\_\_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) Shares sold pursuant to an existing Rule 10b5-1 trading plan.
- (2) Includes 218 shares acquired pursuant to the Issuer's employee stock purchase plan since the date of the Reporting Person's most recently filed Form 4.
- (3) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 10, 2011.
- (4) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 9, 2012.
- (5) The option, issued pursuant to the 200 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 14, 2013.
- (6) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal, annual installments beginning November 18, 2014.

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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