

HOLOGIC INC  
Form 4  
November 14, 2011

**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 \*  
**CASCELLA ROBERT**

(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)  
**11/09/2011**

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)  
**CEO and President**

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 <u>(1)</u>	11/09/2011		A		51,336 A \$ 0	D	
Common Stock <u>(8)</u>	11/09/2011		A		292 A \$ 0	I	By Spouse
Common Stock <u>(2)</u>	11/10/2011		F		4,654 D \$ 17.09	D	
Common Stock <u>(3)</u>	11/10/2011		F		24 D \$ 17.09	I	By Spouse
Common Stock <u>(4)</u>	11/11/2011		F		8,036 D \$ 17.77	D	

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Common Stock <u>(5)</u>	11/11/2011	F	17	D	\$ 17.77	844	I	By Spouse
Common Stock <u>(6)</u>	11/11/2011	F	9,499	D	\$ 17.77	302,972	D	

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

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SEC 1474 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 17.09	11/09/2011		A	402,112	11/09/2012 <sup>(7)</sup>	11/09/2018	Common Stock		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASCELLA ROBERT 35 CROSBY DRIVE BEDFORD, MA 01730	X		CEO and President	

## Signatures

/s/ Mark J. Casey, Attorney-In-Fact for Robert A. Cascella 11/14/2011

\_\_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) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to the 2008 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.
  - (2) The disposition of 4,654 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.

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- (3) The disposition on 24 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units (RSUs) held by the Reporting Person's Spouse.
- (4) The disposition of 8,036 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
- (5) The disposition on 17 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units (RSUs) held by the Reporting Person's Spouse.
- (6) The disposition of 9,499 shares of common stock reported on this Form 4 relates to a tax withholding transaction in connection with the vesting of restricted stock units.
- (7) The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.
- (8) These shares represent restricted stock units (RSUs) awarded to the Reporting Person's Spouse pursuant to the 2008 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.

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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