

Oberton Karleen Marie
 Form 4
 November 07, 2018

FORM 4

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

OMB APPROVAL

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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

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)
 250 CAMPUS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

MARLBOROUGH, MA 01752

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	11/05/2018		M	775	A	11	10,981 (2) D
Common Stock	11/05/2018		F	229	D	\$ 39.99	10,752 (2) D
Common Stock	11/05/2018		A	5,395 (3)	A	4	16,147 (2) D
Common Stock	11/06/2018		S(5)	546	D	\$ 39.96	15,601 (2) D
Common Stock	11/06/2018		F	1,589	D	\$ 39.99	14,012 (2) D

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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 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 Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)
Restricted Stock Unit Award (Right To Receive)	(1)	11/05/2018		M	775	(6) (6)	Common Stock	775 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oberton Karleen Marie 250 CAMPUS DRIVE MARLBOROUGH, MA 01752			Chief Financial Officer	

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Ms. Oberton 11/07/2018

**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) Restricted stock units are settled in shares of common stock on a one-for-one basis.
- (2) Includes 213 shares acquired pursuant to the Issuer's employee stock purchase plan since the date of the Reporting Person's most recently filed Form 4.

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- (3) Represents vested performance stock units.
- (4) Performance stock units are settled in shares of common stock on a one-for-one basis.
- (5) Transaction pursuant to an existing 10b5-1 trading plan.
- (6) This restricted stock unit award vests in three installments beginning on the first anniversary of the grant date, November 5, 2015.

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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