HOLOGIC INC Form 4 August 21, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Washington, D.C. 20549

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brady David J			ssuer Name a r ool LOGIC INC	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	Middle) 3. Da	te of Earliest	Transaction				
35 CROSBY DRIVE			th/Day/Year) 0/2013		Director 10% Owner Sylvantification of the content of the conte			
(Street)			Amendment, l	Date Original	6. Individual or Joint/Group Filing(Check			
BEDFORD, MA 01730			(Month/Day/Ye	ear)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Гable I - Non	-Derivative Securities Ac	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transac Code	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	ties Ownership icially Form: Direct d (D) or		
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(IIIsu. 5 and 4)		
Common Stock	08/20/2013		S	10,328	D	\$ 22.82 (1)	27,749	D	
Common Stock	08/20/2013		M	32,000	A	\$ 14.5	59,749	D	
Common Stock	08/20/2013		S	32,000	D	\$ 22.79 (2)	27,749	D	

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

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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 orDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (Right to Buy)	\$ 14.5	08/20/2013		M	32,000	(3)	11/13/2015	Common Stock	32,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brady David J 35 CROSBY DRIVE BEDFORD, MA 01730

SVP, Human Resources

Signatures

/s/ Mark J. Casey, Attorney-In-Fact for David J. Brady

08/21/2013

**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).
- The transaction reported herein reflects an aggregate of sales at prices ranging from \$22.81 to \$22.825, inclusive. The Reporting Person (1) further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares sold at each separate price.
- The transaction reported herein reflects an aggregate of sales at prices ranging from \$22.74 to \$22.815, inclusive. The Reporting Person (2) further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full disclosure with respect to the number of shares sold at each separate price.
- (3) This non-qualified stock option was originally issued on November 13, 2008 pursuant to the 2008 Equity Incentive Plan and becomes exercisable in five equal annual installments beginning November 13, 2009.

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.

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