

Valenti Peter J. III
Form 4
May 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Valenti Peter J. III

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2018

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

250 CAMPUS DRIVE

Division Pres., Breast Health

(Street)

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

MARLBOROUGH, MA 01752

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/25/2018 | | M | | 3,411 | A | 42,507 ⁽²⁾ |
| Common Stock | 05/25/2018 | | F | | 1,070 | D | \$ 38.92 41,437 ⁽²⁾ |
| Common Stock | 05/29/2018 | | S ⁽³⁾ | | 2,341 | D | \$ 38.52 39,096 ⁽²⁾ |
| Common Stock | 05/29/2018 | | M ⁽³⁾ | | 7,766 | A | \$ 23.82 46,862 ⁽²⁾ |
| Common Stock | 05/29/2018 | | S ⁽³⁾ | | 7,766 | D | \$ 38.52 39,096 ⁽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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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit Award (Right To Receive) | (1) | 05/25/2018 | | M | 3,411 | (4) (4) | Common Stock | 3,411 |
| Non-qualified Stock Option (Right to Buy) | \$ 23.82 | 05/29/2018 | | M(3) | 7,766 | (5) 05/26/2021 | Common Stock | 7,766 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valenti Peter J. III 250 CAMPUS DRIVE MARLBOROUGH, MA 01752 | | | Division Pres., Breast Health | |

Signatures

/s/ Patricia K. Dolan, attorney-in-fact for Mr. Valenti 05/30/2018

__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 4,170 restricted stock units, the settlement of which has been deferred pursuant to the Issuer's Deferred Equity Plan.

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- (3) Transaction pursuant to an existing 10b5-1 trading plan.
- (4) This restricted stock unit award vests in four equal installments beginning on the first anniversary of the grant date.
- (5) The option, issued pursuant to the 2008 Equity Incentive Plan, is exercisable in five equal annual installments beginning May 26, 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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