

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**  
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### REPORTING OWNER

**Casey Mark J**

CIK: **1415297**

Type: **4** | Act: **34** | File No.: **000-18281** | Film No.: **13522422**

Mailing Address  
*C/O HOLOGIC, INC.  
BEDFORD MA 01730*

### ISSUER

**HOLOGIC INC**

CIK: **859737** | IRS No.: **042902449** | State of Incorporation: **DE** | Fiscal Year End: **0924**  
SIC: **3844** X-ray apparatus & tubes & related irradiation apparatus

Mailing Address  
*35 CROSBY DRIVE  
BEDFORD MA 01730*

Business Address  
*35 CROSBY DRIVE  
BEDFORD MA 01730  
7819997300*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>Casey Mark J</b>			2. Issuer Name and Ticker or Trading Symbol <b>HOLOGIC INC [HOLX]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, CAO &amp; General Counsel</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>			
35 CROSBY DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) <b>BEDFORD, MA 01730</b>						
(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 <sup>(1)</sup>	01/09/2013		<u>S</u>		4,924	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		17,602	A	\$18.3	62,839	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		17,602	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		5,462	A	\$18.3	50,699	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		5,462	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		17,130	A	\$16.82	62,367	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		17,130	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		8,593	A	\$17.09	53,830	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		8,593	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		32,000	A	\$14.5	77,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		32,000	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		5,439	A	\$14.87	50,676	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		5,439	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		5,439	A	\$14.87	50,676	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		5,439	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		24,729	A	\$15.75	69,966	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		24,729	D	\$22.04	45,237	D	

Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		7,202	A	\$13.885	52,439	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		7,202	D	\$22.04	45,237	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>M</u>		1,006	A	\$13.885	46,243	D	
Common Stock <sup>(1)</sup>	01/09/2013		<u>S</u>		1,006	D	\$22.04	45,237	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Option (Right to Buy) <sup>(2)</sup>	\$18.3	01/09/2013		<u>M</u>			17,602	10/22/2007	01/26/2013	Common Stock	17,602	\$ 0	0	D	
Non-qualified Stock Option (Right to Buy) <sup>(2)</sup>	\$18.3	01/09/2013		<u>M</u>			5,462	10/22/2007	01/26/2013	Common Stock	5,462	\$ 0	0	D	
Non-qualified Stock Option (Right to Buy)	\$16.82	01/09/2013		<u>M</u>			17,130	<sup>(3)</sup>	11/10/2017	Common Stock	17,130	\$ 0	25,697	D	
Non-qualified Stock Option (Right to Buy)	\$17.09	01/09/2013		<u>M</u>			8,593	11/09/2012 <sup>(4)</sup>	11/09/2018	Common Stock	8,593	\$ 0	34,375	D	
Non-qualified Stock Option (Right to Buy)	\$14.5	01/09/2013		<u>M</u>			32,000	<sup>(5)</sup>	11/13/2015	Common Stock	32,000	\$ 0	8,000	D	
Non-qualified Stock Option (Right to Buy)	\$14.87	01/09/2013		<u>M</u>			5,439	<sup>(6)</sup>	01/16/2015	Common Stock	5,439	\$ 0	1,814	D	
Non-qualified Stock Option (Right to Buy)	\$14.87	01/09/2013		<u>M</u>			5,439	<sup>(7)</sup>	01/16/2015	Common Stock	5,439	\$ 0	1,814	D	
Non-qualified	\$15.75	01/09/2013		<u>M</u>			24,729	<sup>(8)</sup>	11/11/2016	Common Stock	24,729	\$ 0	16,486	D	

Stock Option (Right to Buy)														
Incentive Stock Option (Right to Buy) <sup>(2)</sup>	\$13.885	01/09/2013		<u>M</u>		7,202	10/22/2007	05/25/2014	Common Stock	7,202	\$ 0	0	D	
Non-qualified Stock Option (Right to Buy)	\$13.885	01/09/2013		<u>M</u>		1,006	10/22/2007	05/25/2014	Common Stock	1,006	\$ 0	0	D	

**Explanation of Responses:**

1. The transaction reported herein was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on December 13, 2012.
2. Originally issued under Cytac Corporation's 2004 Omnibus Stock Plan in transactions exempt from Section 16 under Rule 16b-3.
3. The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 10, 2011.
4. The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 9, 2012.
5. The option becomes exercisable in five equal annual installments beginning November 13, 2009
6. The option becomes exercisable in four equal annual installments beginning January 16, 2009.
7. The option becomes exercisable in five equal annual installments beginning January 16, 2009.
8. The option, issued pursuant to the 2008 Equity Incentive Plan, becomes exercisable in five equal annual installments beginning November 11, 2010.
9. Originally issued under Cytac Corporation's 1995 Stock Plan in transactions exempt from Section 16 under Rule 16b-3.

**Signatures**

/s/ Mark J. Casey

\*\* Signature of Reporting Person

01/10/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**