

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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**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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- (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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