

Valenti Peter J. III
 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 *
 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)
 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)
 Division Pres., Breast Health

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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	11/05/2018		M		2,086 (1)	A (2)	41,182 (3)	D
Common Stock	11/05/2018		A		14,388 (4)	A (2)	55,570 (5)	D

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. Pr Deriv Secur (Instr. 3 and 4)
Restricted Stock Unit Award (Right To Receive)	(2)	11/05/2018		M	2,086	(6) (6)	Common Stock	2,086

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
 **Signature of Reporting Person
 11/07/2018
 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) Represents vested restricted stock units, the settlement of which has been deferred pursuant to the Issuer's Deferred Equity Plan and are voluntarily being reported on Table I.
- (2) Restricted stock units and performance stock units are settled in shares of common stock on a one-for-one basis.
- (3) Includes 18,558 restricted stock units/performance stock units, the settlement of which has been deferred pursuant to the Issuer's Deferred Equity Plan.
- (4) Represents vested performance stock units, the settlement of which has been deferred pursuant to the Issuer's Deferred Equity Plan and are voluntarily being reported on Table I.
- (5) Includes 20,644 restricted stock units/performance stock units, the settlement of which has been deferred pursuant to the Issuer's Deferred Equity Plan.
- (6)

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Represents restricted stock units which vest in equal installments on each of the first three anniversaries 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. 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.