HOLOGIC INC Form 4/A January 16, 2008

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

> 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(b).

Form 5

obligations

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SULLIVAN PATRICK J Issuer Symbol HOLOGIC INC [HOLX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 35 CROSBY DRIVE 10/24/2007 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 12/10/2007

BEDFORD, MA 01730

BEDFORD, MA 01730				Person						
	(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquir	red, Disposed of,	or Beneficiall	y 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. Securition Dispose (Instr. 3, 4	ed of (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)
	Common Stock (1)	10/24/2007		M	60,000	A	\$ 14.05	189,064	D	
	Common Stock (2)	10/24/2007		S	60,000	D	\$ 65.9812	129,064	D	
	Common Stock (1)	10/25/2007		M	60,000	A	\$ 14.05	189,064	D	
	Common Stock (2)	10/25/2007		S	60,000	D	\$ 66.3326	129,064	D	
	Common Stock (1)	10/26/2007		M	26,091	A	\$ 14.05	155,155	D	
		10/26/2007		M	33,909	A	\$ 16.46	189,064	D	

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Common Stock (1)

Common Stock $\frac{(2)}{(2)}$ 10/26/2007 S 60,000 D $\frac{\$}{65.9575}$ 129,064 D

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

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 control number.

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Nonqualified Stock Option (1)	\$ 14.05	10/24/2007		M	60,000	10/22/2007	08/19/2009	Common Stock	60,0
Nonqualified Stock Option (1)	\$ 14.05	10/25/2007		M	60,000	10/22/2007	08/19/2009	Common Stock	60,0
Nonqualified Stock Option (1)	\$ 14.05	10/26/2007		M	26,091	10/22/2007	08/19/2009	Common Stock	26,0
Nonqualified Stock Option	\$ 16.46	10/26/2007		M	33,909	10/22/2007	11/20/2009	Common Stock	33,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
SULLIVAN PATRICK J 35 CROSBY DRIVE	X						
BEDFORD, MA 01730							

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Signatures

/s/ Mark J. Casey, Attorney-in-Fact For: Patrick J. 01/15/2008 Sullivan

**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) Originally issued under Cytyc Corporation's 1995 Stock Plan in transactions exempt from Section 16 under Rule 16b-3.
- The sale reported on this Form 4 was made pursuant to a written trading plan adopted in accordance with SEC Rule 10b5-1 on September 14, 2007.
- (3) Price not applicable to this transaction.

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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