HOLOGIC INC Form 4 January 18, 2008

FORM 4

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

OM			

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Casey Mark J

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(Middle)

(Zip)

HOLOGIC INC [HOLX]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

01/16/2008

Director 10% Owner _X__ Officer (give title

Other (specify Senior V.P & General Counsel

250 CAMPUS DRIVE

4. If Amendment, Date Original

A

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

MARLBOROUGH, MA 01752

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock (1)

01/16/2008

5,000 Α \$0 5,000 D

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

Persons who respond to the collection of SEC 1474 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)

Edgar Filing: HOLOGIC INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration D	ate	Underlying S	Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amour or Numbe
				Code V	(A) (D)				of Shar
Nonqualified Stock Option	\$ 66.62	01/16/2008		A	14,000	(2)	01/16/2018	Common Stock	14,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Casey Mark J			Senior V.P			
250 CAMPUS DRIVE			& General			
MARLBOROUGH, MA 01752			Counsel			

Signatures

/s/ Mark J.
Casey

**Signature of Pate Reporting Person

O1/18/2008

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) These shares represent restricted stock units (RSUs) awarded to the Reporting Person pursuant to the Second Amended and Restated 1999 Equity Incentive Plan and are subject to vesting as provided in the agreement evidencing the award.
- (2) The option becomes exercisable in five equal annual installments beginning January 16, 2009.

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.

Reporting Owners 2